## Definitions and interpretation

1. The rules of interpretation set out in article 2 of the Charter shall apply to these Ordinances and words defined in the Charter shall have the same meaning in these Ordinances unless the context indicates otherwise.

2. In these Ordinances, the following words and expressions shall have the following meanings:

   2.1 "Academic School" is defined in Ordinance 8.2.

   2.2 "Academic Year" means the University's academic year specified in Ordinance 9.6.

   2.3 "Additional Member" means a member of a Board Committee who is not a Trustee, appointed in accordance with Ordinance 4.2.1.7.

   2.4 "Appropriate Manager" is defined in Ordinance 10.1.7.

   2.5 "Associate" is defined in the Corporate Governance Framework for the University of Bristol Group of Companies as "a company in which the University has an interest between 20% and 49% and is able to exercise some influence".

   2.6 "Board" means the Board of Trustees as defined in the Charter.

   2.7 "Board Committee" or "Committee" means a committee of the Board of Trustees including:
2.7.1 the standing committees of the Board of Trustees whose terms of reference are set out in Ordinance 4; and

2.7.2 where the context permits, any other committee of the Board of Trustees established by the Board pursuant to its powers under Statute 3.5, but excluding Senate.

2.8 "Board Delegation Schedule" is defined in Ordinance 3.2.2.1.

2.9 "Code of Conduct" means the Trustee code of conduct set out in Ordinance 1.3.

2.10 "Conflict of Interest" and "Interest" are defined in Ordinance 5.14.3.

2.11 "Executive" means the Vice-Chancellor and their delegates, including the University Executive Board.

2.12 "Executive Delegation Schedule" is defined in Ordinance 3.2.2.3.

2.13 "Executive Group" means the University's Executive Group comprising the Vice-Chancellor, the Deputy Vice-Chancellor & Provost, the Pro Vice-Chancellors, the Registrar & University Secretary and the Chief Operating Officer & Finance Director.

2.14 "Faculty" and "Faculty Board" are described in Ordinance 8.

2.15 "Governance Team" means the Head of Governance (by whatever title that role shall from time to time be known as) and their team.

2.16 "Group" means the University and the Subsidiary Companies.

2.17 "Library" means the University Library comprising libraries and library-managed study spaces.

2.18 "Material decision" is defined in Ordinance 3.4.2.

2.19 "OfS" means the Office for Students.

2.20 "Preferred Skills" is defined in Ordinance 2.2.2.6.

2.21 "Registrar & University Secretary"; "Chief Operating Officer & Finance Director"; "Deputy Vice-Chancellor & Provost"; "Deputy Vice-Chancellor"; and "Pro-Vice-Chancellor" mean the person or persons for the time being holding office as Registrar & University Secretary; Chief Operating Officer & Finance Director and Deputy Vice-Chancellor & Provost; Deputy Vice-Chancellor and Pro-Vice-Chancellor of the University respectively.

2.22 "Senate Delegation Schedule" is defined in Ordinance 3.2.2.2.

2.23 "Senior Executive Officers" means the officers of the University set out in Ordinance 7.1.

2.24 "Standing Orders" means regulations made from time to time by a body within the University to govern the body's own proceedings.

2.25 "Subsidiary Company" means a subsidiary of the University as defined by section 1159 Companies Act 2006.

2.26 "Treasurer" means the person (being an Independent Trustee) from time to time holding office as Treasurer of the University.

2.27 "University Executive Board" means an executive board comprising Officers and members of Staff to which the Vice-Chancellor delegates in accordance with Ordinance 7.5.
2.28 "University Strategy" means the overarching strategic plan of the University.

3 Any terms defined and used in one of the Ordinances only shall have the meanings given to them in the relevant Ordinance.
Ordinance 1

Board of Trustees - Duties, Responsibilities and Standards

1 Statement of Primary Responsibilities of the Board

1.1 The statement set out in this Ordinance 1 defines the scope of the Board's specific primary responsibilities as the University’s supreme governing body and board of charity trustees, within the framework provided by the Charter and Statutes and the legal and regulatory framework to which the University is subject as a charitable higher education provider. This statement acts as the terms of reference of the Board. It must be read in conjunction with Ordinance 3 (Delegation Framework).

1.2 The primary responsibilities of the Board of Trustees are:

1.2.1 Strategic

(a) To set and approve the mission, strategic vision and values of the University; the University Strategy; and the University's long-term academic and business plans and key performance indicators, ensuring that these meet the interests of stakeholders, and satisfying itself that cultures are aligned.

(b) To identify, understand and manage risk appetite and strategic risks and opportunities for the University.

(c) To ensure that processes and the necessary resources are in place to monitor, evaluate and constructively challenge the performance and effectiveness of the University against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable universities.

(d) To promote the long-term sustainable success of the University, generating value for stakeholders and contributing to wider society in alignment with the University’s civic responsibilities.

1.2.2 Regulatory

(a) To ensure that systems are in place for securing continued compliance by the University as a provider of higher education with the Office for Students' (OfS) ongoing conditions of registration and all of the University’s statutory, legal and other regulatory compliance obligations.

1.2.3 Accountability

(a) To ensure the establishment and monitoring of prudent and effective systems of control and accountability, including financial and operational controls and risk assessment and management, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.

(b) To ensure that academic governance is robust and effective and monitor academic risk, ensuring it is appropriately managed.

(c) To appoint the Vice-Chancellor as head of the University, its chief executive and the Accountable Officer.

(d) To appoint a Registrar & University Secretary and ensure that there is an appropriate separation in the lines of accountability between that person’s
responsibilities to the Board and their managerial responsibilities at the University.

(e) To ensure a clear separation of roles and responsibilities between the Executive and the Board with delegated authorities to the Vice-Chancellor and any committees.

1.2.4 Delegation and monitoring

(a) To delegate authority to the Vice-Chancellor for academic, corporate, financial, estate and human resources management of the University and to establish and keep under regular review the policies, procedures and limits within such management functions.

(b) To put in place suitable arrangements for monitoring the performance of the Vice-Chancellor.

1.2.5 Financial

(a) To be the principal financial and business authority of the University, assure that proper books of account are kept, approve the annual budget and financial statements, and have overall responsibility for the University’s assets, property and estate.

(b) To appoint the external and internal auditors of the University.

(c) To ensure that the Students’ Union is accountable for its finances and that it operates in a fair and democratic manner.

1.2.6 Legal and constitutional

(a) To be the University’s legal authority and, as such, to ensure that systems are in place for meeting all the University’s legal obligations, including under the range of legal regimes which apply to the University’s operations and those arising from contracts and other legal commitments made in the University’s name. This includes (among a range of other regimes) accountability for health, safety and security and for equality, diversity and inclusion.

(b) To have the custody and use of the University seal, arms and mace.

(c) To make, amend, add to or repeal Statutes (subject to the approval of the Privy Council) and make Ordinances (subject to the consent of Senate where required) for the regulation of all matters not required by the Charter to be dealt with by Statute.

(d) To direct the manner in which the University acts as trustee of any property, legacy, endowment, bequest or gift in furtherance of the Objects of the University.

(e) To ensure that the University operates in accordance with its governing documents (including the Charter, Statutes, Ordinances and Academic Regulations) and that appropriate advice is available to enable this to happen.

1.2.7 Employment
(a) To be the employing authority for all staff in the University and to be responsible for ensuring that an appropriate human resources strategy is established.

(b) To ensure that workforce policies and practices are consistent with the University’s values and support its long-term sustainable success.

(c) To accept ultimate responsibility for the health and safety of employees, Students and other individuals while they are on the University’s premises and in other places where they may be affected by its operations, and ensure that the University has a written statement of policy on health and safety, and arrangements for the implementation of that policy.

1.2.8 Students

(a) To receive assurance that adequate provision has been made for the pastoral wellbeing of Students, in consultation with Senate and/or the Students’ Union Full-time Officers.

1.2.9 Culture and values

(a) To safeguard the good name, reputation and values of the University.

(b) To promote a culture which seeks to advance the principles of equality, diversity and inclusion across the University.

(c) To assess and monitor culture and, where the Board is not satisfied that policies, practices or behaviour are aligned with the University’s purpose, values and strategy, seek assurance that corrective action has or will be taken.

(d) To maintain and protect the principles of academic freedom and freedom of expression.

(e) To ensure that there is a means by which all Students and Staff have opportunities to engage with the governance and management of the University, and to raise concerns in confidence – or anonymously if they so wish. The Board will also ensure that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action.

1.3 In carrying out its duties and responsibilities, the Board shall:

1.3.1 Conduct the Board’s business in accordance with:

(a) best practice in higher education corporate governance, including the Higher Education Code of Governance published by the Committee of University Chairs which, by approving these Ordinances, is formally adopted by the Board; and

(b) the principles of public life drawn up by the Committee on Standards in Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) (the Nolan Principles)).

1.3.2 Establish formal and rigorous processes to monitor and evaluate the performance and effectiveness of the Board itself and Board Committees, including the Chair of the Board and the Independent Trustees.
2 Legal duties of Trustees

2.1 The Trustees are the charity trustees of the University and the persons with the control and management of its administration. They have broadly the same duties and responsibilities as trustees of registered charities. They have ultimate responsibility for directing the affairs of the University, ensuring that it is solvent, well run and promotes the charitable Objects for the benefit of the public for which it has been established, as set out in the Charter.

2.2 The Trustees’ key legal duties as the University’s charity trustees are to:

2.2.1 act in the best interests of the University at all times;

2.2.2 ensure that the University’s funds are applied only in furtherance of its Objects; and

2.2.3 act within their powers and exercise them for the benefit of the University, for the purposes for which they were given.

2.3 Trustees have a range of other specific legal duties under charity law and it is their responsibility to ensure that they understand these, with appropriate advice and support from the Governance Team.

2.4 Trustees are required to carry out their duties with such care and skill as is reasonable in the circumstances, having regard in particular:

2.4.1 to any special knowledge or experience that a Trustee has or holds himself or herself out as having; and

2.4.2 if he or she acts as Trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

2.5 Compliance by trustees of universities with their legal obligations is promoted by the OfS as the University’s principal regulator as a charity.

3 Trustees’ Code of Conduct

3.1 In order to enable the Board to operate effectively and collectively in the best interests of the University, each Trustee recognises the importance of observing the requirements set out below. These form the Trustees’ Code of Conduct.

3.2 This Code of Conduct applies to:

3.2.1 all Trustees; and

3.2.2 members of Board Committees who are not Trustees (known as “Additional Members”) in relation to their Committee membership (and in relation to whom references to the Board shall be read as references to the Committee).

3.3 When carrying out their role as Trustees, the Trustees must comply with the following principles:

3.3.1 Conduct

Trustees must:

(a) Act responsibly and prudently in respect of the University's resources.

(b) Act with honesty and with good faith and not let their decisions be affected by any other Interests, nor misuse information gained in the course of their
membership of the Board for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations.

(c) Declare all Interests in accordance with Ordinance 5.14 and accept any decision of the Board in the relation to the management of any Conflict of Interest a Trustee may have.

(d) Conduct themselves in accordance with the principles of public life drawn up by the Committee on Standards in Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) (the Nolan Principles).

(e) Act in the best interests of the University as a whole, not as representatives of any particular part or constituency of the University or any external stakeholder. University and Student Trustees have the same status and responsibilities as the Independent Trustees (unless the Charter, Statutes or Ordinances provide otherwise). They provide an important link between the Board and the constituency from which they are drawn but do not represent that constituency; they have a responsibility to the Board and the University which overrides any responsibilities they may have (or may perceive to have) to colleagues in their constituencies. They must understand the difference between their two roles and the different responsibilities and reporting requirements for each and remember their duties to keep information obtained in one capacity confidential when acting in any other capacity.

(f) Recognise the proper separation between governance and management and avoid involvement in the day to day executive management of the University.

(g) Support and uphold the values of the University.

(h) Act at all times in accordance with the governing documents (including the Charter, Statutes, Ordinances and Academic Regulations) and policies of the University.

3.3.2 Commitment

Trustees must:

(a) Commit sufficient time and energy to their role as Trustee and make every effort to attend Board meetings and meetings of the Board Committee(s) of which they are members. Trustees will normally be expected to serve on at least one Board Committee.

(b) Participate actively in their induction process and any relevant training, information-sharing events and effectiveness reviews deemed necessary by the Board and/or the Chair of the Board, keep their own training needs under review and take appropriate action when development needs have been identified.

(c) Be and remain cognisant with the social, economic, financial and regulatory environment of the University both nationally and regionally.

3.3.3 Decision-making, collective responsibility and disagreements
(a) When making decisions, Trustees must ensure they are sufficiently informed, take any advice that is required, take account of all relevant factors they are aware of, deal with any Conflicts of Interest and take proper professional advice on matters on which they are not themselves competent.

(b) To enable open discussion and debate within Board and Board Committee meetings, which is actively encouraged and in which responsible objective opinion and analysis is welcomed, Trustees must act responsibly, reasonably and respectfully in the interests of the University in raising, listening to and considering matters.

(c) The Trustees are responsible collectively for the decisions of the Board. This collective responsibility means that each and all of the Trustees are responsible not only for decisions they are involved in taking and with which they agree, but also for decisions, acts and omissions:

(i) for which they were not present;
(ii) with which they do not agree (and may have spoken and voted against in Board meetings); and
(iii) taken under delegated authority by Board Committees and Staff (provided that the delegated authority is not exceeded).

(d) Trustees should aim to reach decisions by consensus wherever possible. They should seek to resolve differences constructively (which may mean simply putting them to one side and moving on) and in accordance with the spirit and letter of this Code of Conduct.

(e) Where a Trustee has a disagreement on any matter, their duty is to contribute towards the collective decision-making by presenting their views or analysis in a reasonable and responsible way to the meeting at which the matter is considered.

(f) A Trustee who disagrees with, abstains on, or votes against, any motion of the Board may request an appropriate note be made in the minutes. The outcome of such a vote is the formal decision of the Board which all of the Trustees must stand by as their collective decision and for which they have collective responsibility.

(g) If a Trustee remains in strong disagreement with a decision, to such an extent that they feel unable to abide by the principle of collective decision making and accept the decision, then that Trustee should resign as soon as reasonably possible (and comply with their duties of confidentiality in accordance with Ordinance 1.3.3.4. which continue to apply following the Trustee's resignation).

(h) Trustees must not engage in conversations or any other form of communication, written or oral, with members of Staff or any other person that could, however unintentionally, undermine the collective responsibility of the Trustees.

(i) While Student Trustees must abide by a Board decision under the principle of collective responsibility, it is recognised that the Students' Union may continue to campaign for a change in that decision.
3.3.4 **Confidentiality**

(a) Maintain confidentiality when agenda items or minutes require it.

(b) Ensure they have adequate security for electronic and hard copy information (and its disposal) and for the conduct of conversations in order to prevent disclosure. The Trustees are reminded that this requirement of confidence and non-disclosure includes ensuring there is no disclosure made within the domestic environment, the maintenance of suitable computer security and of the risks of having conversations and handling or transporting information in public.

(c) Exercise restraint outside a meeting in relation to comments made within Board or Committee meetings and honour the spirit as well as the letter of this Code of Conduct, when talking about Board matters in any other forum.

(d) Any loss or accidental disclosure of confidential information as well as the circumstances leading up to it must be notified to the Chair of the Board, to the Registrar & University Secretary and to the Vice-Chancellor.

(e) These confidentiality requirements continue to apply after a Trustee leaves office for whatever reason.

3.3.5 **The University's reputation and external communications**

(a) Trustees must conduct themselves in a way which is consistent with the good reputation of the University and not in any way which risks bringing the University into disrepute.

(b) Trustees have no authority to act individually on behalf of the University, except when the Board has given them prior delegated authority to do so. This includes speaking, publishing material or answering questions in relation to the University on behalf of the Board.

(c) Trustees must not, unless authorised, express any opinions or views using communication channels belonging to or associated with the University e.g. any email account, website, social media account, headed paper, events or platforms of the University (except when communicating with other Trustees).

(d) Trustees should inform the Chair of the Board immediately on becoming aware that any statement they (or anyone else) have made has been or is at risk of being associated with the University and agree to comply with any reasonable requests to take steps to manage that risk.

(e) From time to time Trustees may be approached by the media, events organisers or other organisations with requests for writing or speaking in their capacity as a Board member of the University. Any such requests should be discussed with the Chair of the Board (or in the Chair's absence the Deputy Chair of the Board) and with the Registrar & University Secretary and/or the Vice-Chancellor. It is never appropriate to raise any concern in relation to the University in the press or media. To do so may seriously damage the reputation of the University, which would cause a breach of duties as a charity trustee, with potential personal liabilities for the Trustee concerned for any resulting loss.
Trustees should behave responsibly at all times in relation to their use of social media. In particular, they must:

(i) Be mindful of how they present themselves and should always represent their own views and must not allude to other people’s personal views in internet posts. The inclusion of a statement that a Trustee’s view does not represent those of the University should be included in any post (where applicable).

(ii) Protect their own privacy and that of others by omitting personal information from posts.

(iii) Not post anything that may offend, insult or humiliate others (particularly on the basis of their sex, race, colour, national origin, religion or belief, sexual orientation, disability, marital status, pregnancy or maternity) or that could be interpreted as threatening, intimidating or abusive.

(iv) Avoid social media communications that might be construed in a way that could damage the reputation of the University, even indirectly or in a way which would constitute a breach of any of the duties of a charity trustee.

3.3.6 Breach of this Code of Conduct

(a) If an allegation is made that a Trustee has breached this Code of Conduct, the Chair of the Board (or, if the allegation relates to the Chair, the Deputy Chair of the Board) will promptly assess the allegation and make arrangements for it to be investigated.

(b) An investigation of any alleged breach must allow for the Trustee in question to receive a copy of the allegation and any other relevant material obtained in the course of the investigation, have an opportunity to consider this information and then meet with the investigator to discuss the circumstances of the alleged breach and to provide any evidence in support of their position.

(c) If an investigation concludes that there has been a breach of this Code of Conduct, the Chair of the Board (or Deputy Chair of the Board, as the case may be) shall make recommendations in writing to the Board of Trustees regarding any steps proposed to be taken to mitigate its effect and prevent such breaches happening again and whether any sanction should be imposed on the Trustee responsible for the breach.

(d) The possible sanctions which may be imposed include (without limitation):

(i) a reprimand in respect of the Trustee's conduct;

(ii) a requirement for a written apology by the Trustee to any person(s) affected by the breach of this Code of Conduct;

(iii) a requirement that the Trustee in question should receive additional training;

(iv) a direction to the Trustee to resign; and/or

(v) a proposal to remove the Trustee in accordance with Ordinance 2.9.3.
Where the recommendations made under Ordinance 1.3.3.6(c) include any sanction other than the removal of the Trustee in accordance with Ordinance 2.9.3 (to which the provisions of Ordinances 2.9.4 to 2.9.7 apply), the decision about whether or not to impose that sanction must be taken by the Board at a meeting in accordance with the requirements of Ordinance 2.9.4 to 2.9.7 as if references in those Ordinances to a "resolution to remove a Trustee" and a "Removal Resolution" were references to a "resolution to impose a sanction".

The provisions of this Ordinance 1.3.3.6 shall be applied in accordance with the principles of natural justice.

3.3.7 Whistleblowing

(a) Nothing in this Code of Conduct shall prevent or interfere with the operation of the University's whistleblowing policy.

4 Expenses

4.1 Trustees do not receive remuneration for their role on the Board of Trustees but the University pays reasonable travelling and other expenses incurred in carrying out their duties as trustees including reasonable costs associated with caring responsibilities. Trustees should adhere to the University travel and expenses policy at all times.

5 Liability and insurance

5.1 The University has corporate responsibility for actions taken by Board members. Trustees will not generally incur personal liability in respect of decisions taken by them, provided they act honestly, reasonably and in good faith in the best interests of the University. Trustees are covered by the University's trustee indemnity insurance policy which applies to actions of the Board as a whole and those of individual Trustees, subject to certain exclusions. The Governance Team provides advice to Trustees in relation to liability and insurance.
Ordinance 2

Board of Trustees

1 Composition of the Board and terms of office of Trustees

1.1 This is set out in Statute 1.

1.2 Pursuant to Statute 1.2.6, each of the Trustees in office on the date on which the Statutes become effective shall continue to hold office for the remainder of the term of office which they held immediately before such date and such term shall not be terminated by any limitation on the maximum number of terms of office and/or maximum period of service which applies under Statute 1.2.

1.3 Subject to Ordinance 2.1.2, the term of office held by each Trustee as at the date on which the Statutes become effective (and any preceding terms of office) shall be taken into account in calculating the maximum number of terms of office and/or maximum period of service for each such Trustee under Statute 1.2.

2 Board appointments - qualification criteria and Preferred Skills

2.1 Fit and proper person test

2.1.1 The OfS Public Interest Governance Principles require that “Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider are fit and proper persons”. This is to ensure that the governance and management arrangements for a higher education provider are appropriate and do not present a risk to students or public funds.

2.1.2 In making appointments to the Board and senior executive positions, the Board will seek to ensure that the appointees are fit and proper persons by reference to indicators set out in guidance published by the OfS from time to time. This will involve appointees completing a self-certifying questionnaire, which will be verified as far as possible, on appointment and re-appointment and a requirement to declare immediately to the Registrar & University Secretary any change in circumstances which might affect the appointee's qualification as a fit and proper person.

2.2 Skills, experience and diversity of the Board

2.2.1 In appointing Trustees, the Board will ensure that a majority of its members are Independent Trustees.

2.2.2 Appointments to Board and Board Committees are subject to a formal, rigorous and transparent procedure, and an effective succession plan. Appointments are based on merit and objective criteria, and promote diversity of gender, social and ethnic backgrounds, disability, and cognitive and personal strengths.

2.2.3 In particular the Board seeks to:

(a) ensure that its membership and that of Board Committees has an appropriate combination and range of skills; expertise; diversity of voice, attitude and experience; independence; and knowledge to make informed decisions;
ensure that it has among its members an appropriate balance between those with the skills to oversee the governance of the University as a research institution and higher education provider and those who have experience of managing large and complex organisations and/or those with other specialist (including professional) skills; and

lead by example in promoting diversity in all its forms within the University.

2.2.4 Consideration is also given to the length of service on the Board as a whole and that the membership is regularly refreshed.

2.2.5 The Nominations Committee will maintain a record of the skills, experience and other relevant matters relating to Board members (subject to data protection legislation) to support the Board in its succession planning.

2.2.6 Where the Nominations Committee has a role in the appointment and reappointment of Trustees under Ordinance 2.3 it will consider the matters listed in Ordinance 2.2.2.2 and 2.2.2.3 in relation to the existing Board. This process will be carried out with a view to identifying any gaps or imbalances and recommending any skills, experience or other criteria desirable to address such gaps or imbalances (referred to collectively in this Ordinance 2 as "Preferred Skills").

3 Appointment of Independent Trustees

3.1 Nominated Trustees

3.1.1 Under Statute 1.1.1(a), Nominated Trustees are appointed by the Board as Independent Trustees, following consideration of nominations made by the Nominations Committee.

3.1.2 The Nominations Committee will operate a formal selection process for new Nominated Trustees which is rigorous and based on objective criteria, having regard to any Preferred Skills identified by the Nominations Committee. The process will include interviews with candidates, obtaining adequate references and measures to ensure that the constituency from which candidates are drawn is sufficiently wide and open (including, for example, through the use of advertisement, external recruitment/search consultants and the University's specialist networks). Conflicts of Interest or potential Conflicts of Interest will also be considered as part of the selection process.

3.2 Alumni Association Trustee

3.2.1 Under Statute 1.1.1(b), one member of the Alumni Association will be appointed as an Independent Trustee.

3.2.2 All members of the Alumni Association are eligible to stand for appointment as an Alumni Association Trustee (subject to Statute 1.1.1 which prohibits an Independent Trustee from being a member of Staff).

3.2.3 When a vacancy arises for an Alumni Association Trustee:

(a) The Nominations Committee may recommend any Preferred Skills.

(b) The Nominations Committee will approve the process by which the Alumni Association select and (if possible) put forward two candidates for a vacancy.
The Nominations Committee will recommend one candidate to the Board for appointment.

4 **Appointment of Academic Trustees**

4.1 Under **Statute 1.1.2(c)**, between one and three members of academic Staff will be appointed as Academic Trustees.

4.2 All members of academic Staff are eligible to stand for appointment as an Academic Trustee.

4.3 When a vacancy arises for an Academic Trustee:

   4.3.1 The Nominations Committee may recommend any Preferred Skills.

   4.3.2 The Registrar & University Secretary will notify all members of academic Staff of the vacancy and of any Preferred Skills, inviting them to stand for appointment.

   4.3.3 Candidates will be recommended by Senate, following selection in a manner determined by Senate taking account of any Preferred Skills recommended by the Nominations Committee. The Deputy Vice-Chancellor & Provost has delegated power from Senate to establish an ad hoc working group of Senate to shortlist for Academic Trustee vacancies on the Board to be proposed to Senate. Senate should (if possible) put forward two candidates for each vacancy.

   4.3.4 The Nominations Committee will recommend one candidate for each vacancy to the Board for appointment.

5 **Appointment of Professional Services Trustees**

5.1 Under **Statute 1.1.2(d)**, between one and two members of professional services Staff will be appointed as Professional Services Trustees.

5.2 All members of the professional services Staff are eligible to stand for appointment as a Professional Services Trustee.

5.3 When a vacancy arises for a Professional Services Trustee:

   5.3.1 The Nominations Committee may recommend any Preferred Skills.

   5.3.2 The Registrar & University Secretary will notify all members of professional services Staff of the vacancy and of any Preferred Skills, inviting them to stand for appointment.

   5.3.3 The Registrar & University Secretary (or their nominee) will convene an ad hoc working group to consider the applications and make recommendations for appointment to the Nominations Committee, taking into account any Preferred Skills. The working group will include representatives of professional services Staff in central divisions and Faculties and representatives of the relevant trade union(s). The working group should (if possible) put forward two candidates for each vacancy.

   5.3.4 The Nominations Committee will recommend one candidate for each vacancy to the Board for appointment.

6 **Appointment of Student Trustees**

6.1 Under **Statute 1.1.3**, between one and two Students or Full-time Officers will be appointed as Student Trustees.
6.2 All Students and Full-time Officers are eligible to stand for appointment as a Student Trustee.

6.3 When a vacancy arises for a Student Trustee:

   6.3.1 The Nominations Committee may recommend any Preferred Skills.

   6.3.2 The Registrar & University Secretary or nominee will notify all Students and Full-time Officers of the vacancy and of any Preferred Skills, inviting them to stand for appointment.

   6.3.3 Candidates will be recommended by the Students' Union, following selection in a manner determined by the Students' Union, taking into account any Preferred Skills. The Students' Union should (if possible) put forward two candidates for each vacancy and seek to ensure that at least one of its recommended candidates is a postgraduate student.

   6.3.4 The Nominations Committee will recommend one candidate for each vacancy to the Board for appointment.

7  Terms of office

7.1 In determining the length of the term of office of a Trustee (except for a Student Trustee) on their appointment (or, as the case may be, reappointment) (as required by Statute 1.2 and subject to the limits prescribed therein), the Board shall seek to ensure (so far as reasonably practicable) that the terms of office of Trustees are staggered to ensure that there is a phased approach to succession planning.

8  Reappointment of Trustees

8.1 Subject to the requirements of Statute 1.2 (terms of office), the Nominations Committee will consider each proposed reappointment of a Trustee having regard to any Preferred Skills identified by the Nominations Committee and will make recommendations to the Board as to whether the Trustee should be reappointed and for what term. When considering whether to recommend a Trustee for re-appointment, the Nominations Committee will consider the Trustee's attendance, contribution, skills and experience, and the continued relevance of their skills and experience to the University's strategic aims. Re-appointment to the Board at the end of a Trustee's term of office will not be automatic.

9  Resignation, disqualification and removal of Trustees

9.1 Trustees may resign at any time by notice in writing to the Chair of the Board and the Registrar & University Secretary.

9.2 A Trustee's term of office shall automatically terminate, and their office shall become vacant, if:

   9.2.1 the Trustee fails to attend three successive meetings of the Board without having obtained the express permission of the Chair of the Board;

   9.2.2 the Trustee is disqualified under the Charities Act 2011 from acting as a charity trustee;

   9.2.3 a registered medical practitioner who is treating the Trustee gives a written opinion to the Board stating that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
9.2.4 the Trustee becomes bankrupt, has an interim receiving order made against them, makes any arrangement or compounds with their creditors generally or applies to the court for an interim order in respect of a voluntary arrangement;

9.2.5 the Trustee is convicted of an offence and the Board resolves that it is undesirable in the interests of the University that they remain a Trustee; or

9.2.6 the Trustee is removed by the Board pursuant to Ordinance 2.9.3.

9.3 The Board may, by special resolution, remove a Trustee from their office as Trustee or an Independent Trustee from an office of Chair of the Board, Deputy Chair of the Board or Treasurer if the Board considers that:

9.3.1 the Trustee is unable or unfit to discharge the duties of their office or there has been a loss of confidence by the Board in the Trustee's ability or fitness to perform the duties of their office; or

9.3.2 removal of the Trustee is necessary or expedient and in the best interests of the University, to protect the reputation or assets of the University and/or to ensure that the University complies with all relevant legal and regulatory obligations.

9.4 A resolution to remove a Trustee pursuant to Ordinance 2.9.3 (a "Removal Resolution") may be proposed to the Board by a notice to the Registrar & University Secretary signed or agreed to in writing by any of (i) a minimum of three Trustees; or (ii) the Nominations Committee; or (iii) the Chair of the Board, accompanied by a written statement in support of such a Removal Resolution and requesting a meeting of the Board to consider it.

9.5 The Registrar & University Secretary shall provide all of the Trustees (including the Trustee who is the subject of the Removal Resolution) with a copy of the written statement in support of the Removal Resolution together with the notice of the meeting at which the proposed Removal Resolution will be considered by the Board. At least 21 days' notice shall be given of a meeting at which a Removal Resolution is proposed.

9.6 The Trustee who is the subject of the Removal Resolution shall, if they wish, have the opportunity to be heard at any such meeting and/or make representations in writing, subject only to any legal or regulatory obligations which prevent this (and the Registrar & University Secretary will take legal advice as necessary in order to confirm the position).

9.7 A Removal Resolution must be made at a meeting of the Board convened in accordance with Ordinance 5 in the absence of the Trustee who is the subject of the Removal Resolution and may not be made in writing.

9.8 The provisions of Ordinances 2.9.3 to 2.9.7 shall be applied in accordance with the principles of natural justice.

10 Appointment of Chair and Deputy Chair of the Board

10.1 Chair

10.1.1 Under Article 14.1 of the Charter, the Board shall appoint an Independent Trustee as Chair of the Board.

10.1.2 The appointment of the Chair shall be made on the recommendation of the Nominations Committee following a process recommended by the Nominations Committee.

10.1.3 The Chair shall be appointed for an initial term of up to 3 years, to be determined by the Board on their appointment. The Chair shall be eligible for re-appointment as
Chair, subject to the limits prescribed by Statute 1.2. The Chair’s term of office as Chair shall not extend beyond their term of office as Trustee.

10.2 Deputy Chair

10.2.1 The Board shall appoint an Independent Trustee as Deputy Chair of the Board.

10.2.2 The appointment of a Deputy Chair shall be made on the recommendation of the Nominations Committee following a process recommended by the Nominations Committee.

10.2.3 A Deputy Chair shall be appointed for an initial term of up to 3 years, to be determined by the Board on their appointment. A Deputy Chair shall be eligible for re-appointment, subject to the limits prescribed by Statute 1.2. A Deputy Chair’s term of office as Deputy Chair shall not extend beyond their term of office as Trustee.

10.3 Terms of office

10.3.1 In determining the length of the Chair’s and Deputy Chair’s terms of office as Chair and Deputy Chair respectively, the Board shall seek to ensure (so far as reasonably practicable) that their terms of office are staggered to avoid them expiring at the same time.

10.4 Resignation and removal

10.4.1 The Chair or the Deputy Chair may resign from their office as Chair or Deputy Chair at any time by notice in writing to the Registrar & University Secretary.

10.4.2 The Board may remove a Chair or Deputy Chair from office under Ordinance 2.9.3.

10.5 Vacancy in the office of Chair

10.5.1 If there is a vacancy in the office of Chair, the Deputy Chair will act as Acting Chair until a new Chair is appointed. If there is no Deputy Chair in office, the Nominations Committee will meet to consider and propose an Independent Trustee to be appointed by the Board as the Acting Chair until a new Chair is appointed.

11 Responsibilities of Chair of the Board

11.1 The Chair of the Board is responsible for the leadership of the Board and for ensuring it operates effectively and collectively and fulfils its duties and responsibilities and conducts itself to the standards set out in Ordinance 1.

11.2 The Board has expressly delegated certain powers to the Chair, as set out in Ordinance 3.10 and the Board Delegation Schedule.

11.3 The Chair, Vice-Chancellor and Registrar & University Secretary work together to ensure that Board, Senate and the Board Committees operate efficiently and effectively.

11.4 The relationship between the Vice-Chancellor and the Chair is vitally important. The Chair should provide leadership and support (including mentoring when helpful) to the Vice-Chancellor. Both should ensure that the relationship is constructive but challenging, recognising the proper separation of governance and management and the checks and balances imposed by the different roles each has within the University, as prescribed by the Charter, Statutes, Ordinances and Academic Regulations.
In addition to the specific powers expressly delegated to the Chair under Ordinance 3.10 and the Board Delegation Schedule and any other powers delegated by the Board from time to time, the main responsibilities of the Chair of Board are to:

11.5.1 **Board leadership**

(a) Lead the Trustees so that collectively as a Board they fulfil:

(i) the Board’s primary duties and responsibilities set out in Ordinance 1.1;

(ii) their legal duties as the University’s charity trustees set out in Ordinance 1.2 and their duties to declare and manage Conflicts of Interest as set out in Ordinance 5.14;

(iii) the duties and standards expected of Trustees set out in the Trustees’ Code of Conduct in Ordinance 1.3.

(b) Encourage all Trustees to work together effectively as a team, contributing their skills and expertise as appropriate and seek to build a consensus among them.

(c) Ensure there is an opportunity for all Trustees to contribute to debates so that proposed decisions are constructively and appropriately challenged.

(d) Foster relationships founded on mutual respect and open communication between the Trustees and the Executive.

(e) Ensure that the Trustees do not become involved in the day to day executive management of the University.

(f) Ensure the performance of the Board as a whole is reviewed regularly in accordance with Ordinance 2.14 and the learning points implemented.

(g) Approve agendas for meetings of the Board, which should be focused on the Board’s primary responsibilities set out in Ordinance 1. Liaise with the Registrar & University Secretary and the Vice-Chancellor on the supporting agenda papers to ensure a timely flow of high-quality information.

(h) Ensure that the business is covered efficiently and effectively in Board meetings and in a manner appropriate for the proper conduct of public business and in accordance with any relevant legislation, including charity law. Liaise with the Registrar & University Secretary on the planning and chairing of these meetings.

(i) Approve the draft Board minutes prior to their presentation to the Board for approval and ensure that Board decisions are acted on.

(j) Ensure that appropriate registers of Trustee Interests are maintained and that Conflicts of Interest are declared, identified and managed in accordance with Ordinance 5.14.

11.5.2 **Induction and succession planning for the Board**

(a) Ensure a proper induction process for himself/herself and for Trustees including ensuring there are adequate opportunities for Independent Trustees to get to know the University, meet Staff and Students and for all
members of the Board to participate in induction events organised by the University or other appropriate bodies.

(b) As Chair of the Nominations Committee, ensure that there is an orderly succession of Trustees and that the recruitment process focuses on the skills and expertise that are required and ensures that the University’s commitment to equality, diversity and inclusion is fulfilled.

11.5.3 Appraisal and remuneration of Vice-Chancellor and Registrar & University Secretary

(a) Appraise/review the performance of the Vice-Chancellor and, together with the Vice-Chancellor, appraise/review the performance of the Registrar & University Secretary.

(b) Make recommendations on the terms and conditions and remuneration of the Vice-Chancellor and the Registrar & University Secretary to the Remuneration Committee.

11.5.4 Represent the Board and University

(a) Ensure good and appropriate communication from the Board to Staff, Students, Court and other stakeholders.

(b) Represent the University as a member of the Committee of University Chairs and at relevant meetings of the Office for Students and Universities UK.

(c) Act as an ambassador for the University, working closely with the Vice-Chancellor and supporting them in this capacity including their role in fundraising.

(d) Represent the University or Board at Court, functions, meetings and in the press and broadcasting media, in line with the University’s agreed media strategy.

(e) Undertake such ceremonial duties as may be required.

12 Responsibilities of Deputy Chair of the Board

12.1 The main responsibilities of the Deputy Chair of Board are to:

12.1.1 Assist and support the Chair in providing strategic leadership to the University through appropriate governance arrangements and act as a sounding board and confidante for the Chair to assist in ensuring good governance.

12.1.2 Deputise for the Chair of the Board where necessary and chair meetings of the Board when the Chair of the Board is unable to attend a meeting and/or has a Conflict of Interest.

12.1.3 Assist the Chair in ensuring Trustees have required training and development opportunities to enable them to act effectively in their roles.

12.1.4 Facilitate communication between Trustees and the Chair of the Board and act as an intermediary for other Trustees.

12.1.5 Chair the Nominations committee when it is considering succession to the role of Chair of the Board and/or when the Chair has a Conflict of Interest.
12.1.6 Lead the succession planning process for the Chair of the Board, the appraisal process for the Chair of the Board and report to the Board on the outcome of the appraisal and provide feedback to the Chair.

12.1.7 Deputise for the Chair in conducting appraisals of Independent Trustees.

13 **Appointment of the Treasurer**

13.1 The Board shall appoint an Independent Trustee to the office of Treasurer. The Treasurer shall be the treasurer of the University for the purpose of the University of Bristol Acts 1960 and 1974.

13.2 The appointment of a Treasurer shall be made on the recommendation of the Nominations Committee following a process recommended by the Nominations Committee.

13.3 A Treasurer will be appointed for an initial term of up to three years, to be determined by the Board on their appointment. A Treasurer shall be eligible for re-appointment, subject to the limits prescribed by Statute 1.2. A Treasurer's term of office as Treasurer shall not extend beyond the their term of office as Trustee.

13.4 A Treasurer may resign from their office as Treasurer at any time by notice in writing to the Chair and the Registrar & University Secretary.

13.5 If the office of Treasurer becomes vacant, the Board shall as soon as reasonably practicable appoint a person to act as Treasurer for the remainder of the unexpired term.

13.6 The Board may remove a Treasurer from office under Ordinance 2.9.3.

14 **Board and Board Committee effectiveness reviews**

14.1 The Chair and Deputy Chair of the Board will carry out an annual review of the effectiveness of the Board's governance of the University.

14.2 The Chair and Deputy Chair of each Board Committee will carry out an annual review of their Committee's effectiveness, operations, terms of reference and composition in accordance with any guidelines determined by the Board, and provide a report to the Board.

14.3 At intervals of no less than four years, the Board and Board Committees will carry out a fuller and more rigorous review of their effectiveness with external support. Effectiveness reviews are carried out to provide assurance to internal and external stakeholders and allow a mechanism to focus on improvement and chart progress towards achieving any outstanding actions arising from the last effectiveness review.

14.4 Effectiveness reviews will include (without limitation) consideration of:

14.4.1 the Board's or Committee's range of skills; expertise; diversity of voice, attitude and experience; independence and knowledge, having regard to the objectives set out at Ordinance 2.2.2.2 and 2.2.2.3 and Ordinance 4.2.1.6 in relation to the composition of the Board and Board Committees; and

14.4.2 how the Board or Committee works together and other factors relevant to its effectiveness.

14.5 Effectiveness reviews by the Board and Committees may involve consultations with individual Board and Committee members which allow members the opportunity to provide feedback in confidence in relation to the matters consulted on.
14.6 The Chair will meet with Trustees periodically to review their contribution to the governance of the University and the outcomes of those discussions will feed into the annual effectiveness review of the Board and its Committees.
Ordinance 3

Delegation Framework

1 Overarching principles

1.1 Under the University’s Charter and Statutes, the Board of Trustees, as the University’s supreme governing body and board of charity trustees, is ultimately responsible for all decisions taken in relation to management and operation of the University.

1.2 However, in order to ensure the effective management and operation of the University, the Board delegates many of its functions, powers and discretions under the Charter, Statutes and Ordinances to individual members of the Board; Board Committees; Senate; and the Vice-Chancellor and other members of Staff.

1.3 The Charter and Statutes, as the University's principal governing documents, confirm the basis on which the Board may delegate its functions, powers and discretions (referred collectively in this Delegation Framework as "powers") to Senate, other Committees and the other persons mentioned above, as well as prescribing the powers which may not be delegated by the Board (Statute 3).

1.4 Subject to the Charter and Statutes, it is for the Board to determine which powers it will reserve to itself and which powers should be delegated.

1.5 In exercise of the powers of delegation given to the Board by Statute 3, the Board has approved the Delegation Framework set out in this Ordinance 3. This is the written scheme of delegation referred to in Statute 3.

1.6 In the event of any inconsistency between this Delegation Framework and any provision of the Charter, Statutes or any other Ordinance, the provision of the Charter, Statutes or other Ordinances (as the case may be) shall take precedence.

2 Structure

2.1 This Delegation Framework incorporates:

2.1.1 an express delegation of executive powers to the Vice-Chancellor (see Ordinance 3.9).

2.1.2 an express delegation of powers to the Chair of the Board (see Ordinance 3.10).

2.2 It anticipates the following additional documents being approved:

2.2.1 a schedule approved by the Board prescribing the powers which the Board reserves to itself and those it delegates to Board Committees and to the Chair of the Board (the "Board Delegation Schedule");

2.2.2 a schedule approved by Senate prescribing the powers which Senate reserves to itself and those it delegates pursuant to its powers of delegation under Statute 4 (the "Senate Delegation Schedule"); and

2.2.3 a schedule approved by the Vice-Chancellor prescribing the powers which the Vice-Chancellor reserves to themself and those they delegate pursuant to the
powers of delegation given to the Vice-Chancellor under Ordinance 3.9.2 (the "Executive Delegation Schedule").

3 Review and rescission of delegated authority

3.1 When the Board has delegated a power pursuant to this Delegation Framework, it will not seek to review or overrule a decision taken when that delegated power is exercised by the delegate.

3.2 However, reflecting its ultimate responsibility for all decisions taken in relation to the management and operation of the University, the Board will keep the terms of its delegation under regular review. This Delegation Framework and the Board Delegation Schedule will therefore be reviewed by the Board regularly, normally on an annual basis.

3.3 The Board has also reserved to itself the power to rescind or revoke a delegated power in whole or in part or to alter its terms in relation to "material decisions" (as defined at Ordinance 3.4.1). Again, this is consistent with the principle that the Board is ultimately responsible for all decisions taken in relation to the management and operation of the University.

4 Reporting material decisions

4.1 This Ordinance 3.4 sets out a mechanism for delegates to report decisions which could be material decisions to enable an assessment to be made about whether the Board should have a role in the relevant decision-making process. Each delegation made by the Board pursuant to its powers to delegation under Statute 3 and this Ordinance 3 is made subject to the reporting mechanism set out in this Ordinance 3.4.

4.2 For these purposes, a "material decision" is a decision which:

4.2.1 is proposed to be taken pursuant to a delegated power, but has not yet been taken; and

4.2.2 will or may have a material impact (adverse or otherwise) on the University's financial position, business model, strategy, reputation and/or its willingness or ability to comply with its conditions of registration.

4.3 A delegate proposing to take a decision under a delegated power which has the potential to be a material decision must report that proposed decision to the Chair of the Board (via the Governance Team) at the earliest opportunity and in any event before the decision is taken.

4.4 Where a report has been made under Ordinance 3.4.3, the Chair of the Board will consult the Registrar & University Secretary and, where considered appropriate by the Chair, the Chief Operating Officer & Finance Director, and will assess the circumstances surrounding the proposed decision. The Chair may then:

4.4.1 determine that the proposed decision is not a material decision and that the Board should not therefore have a role in the relevant decision-making process; or

4.4.2 determine that the proposed decision is a material decision and refer it to the Board to decide whether the circumstances are such that the Board should have a role in the relevant decision-making process; or
4.4.3 refer the proposed decision to the Board to decide (i) whether it is a material decision and, if the Board decides that it is, (ii) whether the circumstances are such that the Board should have a role in the relevant decision-making process.

4.5 Where the Board decides that it should have a role in the decision-making process relating to a material decision, the Board will determine whether its role should include having specific oversight of, and/or involvement in the process and the scope and extent of such oversight and/or involvement.

4.6 Following a determination made in accordance with Ordinance 3.4.4 and (where relevant) Ordinance 3.4.5, the Chair of the Board shall confirm the scope of any authority of the delegate in relation to the relevant decision and (if relevant) any specific reporting requirements relating to it.

5 Powers the Board may not delegate

5.1 Statute 3.2 states that the Board may not delegate its powers to:

5.1.1 appoint and dismiss the Vice-Chancellor;

5.1.2 approve the University strategy recommended by the Vice-Chancellor;

5.1.3 amend the Charter, Statutes and Ordinances;

5.1.4 adopt the University's financial statements; or

5.1.5 appoint the University's auditors.

6 Powers reserved to the Board

6.1 The Board Delegation Schedule shall set out the powers the Board reserves to itself (including those it is not permitted by the Charter & Statutes to delegate) (the "Reserved Powers").

6.2 Unless expressly prohibited by the Charter and Statutes, the Board may delegate the Reserved Powers in accordance with its powers of delegation in Statute 3.

7 Powers delegated to Board Committees (except Senate)

7.1 Ordinance 4 (Board Committees) and the Board Delegation Schedule shall set out the powers the Board delegates to each Board Committee.

7.2 Ordinance 4.2.1.12 authorises Board Committees to delegate powers to the Chair of the Committee. The terms of reference for each Board Committee may confirm any powers given to the Committee to sub-delegate the powers delegated to it pursuant to the Board Delegation Schedule to:

7.2.1 a sub-committee established by the Board Committee;

7.2.2 any member of the Board Committee or of any sub-committee established by it; or

7.2.3 Officers or other members of Staff.
8 **Powers delegated to Senate**

8.1 Under the Charter, Senate has delegated authority from the Board for overseeing the teaching and research provided and carried out by the University, including the power to make Academic Regulations. Senate provides assurance to the Board for academic quality, standards and governance and that the University is meeting the OfS ongoing conditions of registration in respect of quality and standards.

8.2 **Ordinance 6 (Senate)** sets out the powers delegated to Senate by the Board.

8.3 In accordance with **Statute 4**, Senate is authorised to delegate without limitation any of the powers delegated to it under the Charter, Statutes and Ordinances or otherwise by the Board to:

8.3.1 a committee of Senate established by it pursuant to **Statute 4.2.2**;

8.3.2 any member of a committee referred to in **Statute 4.2.1(a)**; or

8.3.3 the Vice-Chancellor or other members of Staff.

8.4 The Senate Delegation Schedule shall set out the powers which Senate reserves to itself and those it delegates.

9 **Powers delegated to the Vice-Chancellor**

9.1 The Board delegates to the Vice-Chancellor all of its powers except for:

9.1.1 the Reserved Powers;

9.1.2 the powers delegated to Board Committees pursuant to **Ordinance 4** and the Board Delegation Schedule;

9.1.3 the powers delegated to Senate pursuant to the Charter and Statutes and **Ordinance 6**;

9.1.4 the powers delegated to the Chair of the Board pursuant to **Ordinance 3.10** and the Board Delegation Schedule; and

9.1.5 any powers which the Charter, Statutes or Ordinances expressly reserve to any Officer, committee or other body or authority within the University.

9.2 The Vice-Chancellor is authorised to sub-delegate any powers delegated to them to Officers or other members of Staff (including any executive board established from time to time comprising Officers and members of Staff).

9.3 The Executive Delegation Schedule sets out the powers which the Vice-Chancellor reserves to themselves and those they delegate. It also confirms the authority given to a delegate to sub-delegate the powers delegated to them. It is approved by the Vice-Chancellor and can be amended by them at any time.

10 **Delegation to the Chair of the Board**

10.1 The Board delegates to the Chair of the Board:

10.1.1 the powers delegated to the Chair of the Board pursuant to the Board Delegation Schedule (if any); and
10.1.2 authority to make a decision on behalf of the Board where the Chair of the Board reasonably concludes that:

(a) having consulted the Registrar & University Secretary, the circumstances are exceptional and exigent and it is not possible to obtain a decision of the Board due to the urgent nature of the business; and

(b) it is in the best interests of the University for the Chair of the Board to make the decision.

10.2 Subject to Ordinance 3.10.3, the Chair of the Board may not delegate the powers delegated to them.

10.3 In respect of any period when the Chair of the Board is not available to exercise their powers under Ordinance 3.10.1:

10.3.1 the Chair of the Board may, where possible in advance of such period, delegate any such powers to the Deputy Chair of the Board, subject to such limitations as the Chair of the Board may determine; and otherwise

10.3.2 if the Deputy Chair of the Board, having consulted the Registrar & University Secretary, considers that:

(a) a matter requires a decision of the Board in circumstances which are exceptional and exigent and it is not possible to obtain a Board decision due to the urgent nature of the business; and

(b) it would be in the best interests of the University for the Chair of the Board to make the decision in accordance with Ordinance 3.10.1.2; but

(c) the Chair of the Board is not available to make the decision and is unlikely to be available before the decision needs to be made;

the Deputy Chair of the Board may exercise the Chair of the Board's authority under Ordinance 3.10.1.2.
Application

1.1 This Ordinance 4 applies to all Board Committees (excluding, for the avoidance of doubt, Senate).

1.2 The Terms of Reference for the following Board Committees set out in Appendices A to F form part of this Ordinance 4:

1.2.1 Audit and Risk Committee
1.2.2 Finance and Infrastructure Committee
1.2.3 Remuneration Committee
1.2.4 Nominations Committee
1.2.5 Honorary Degrees Committee
1.2.6 Equality, Diversity and Inclusion Oversight (EDI) Committee.

1.3 Appendix G contains the Terms of Reference for the Pensions Task and Finish Group, which is a working group not a Board Committee.

Board Committees

2.1 Membership and appointment

2.1.1 Subject to any exceptions set out in a Board Committee's Terms of Reference, membership of Board Committees shall normally include:

(a) three Independent Trustees;
(b) at least one Trustee who is a member of Staff; and
(c) a Student Trustee (where appropriate).

2.1.2 It is expected that all Independent Trustees will normally be a member of at least one Board Committee.

2.1.3 The Chair of the Board is an ex-officio member of all Board Committees except the Audit and Risk Committee. They may occasionally attend any Board Committee of which they are not member with the agreement of the Chair of the relevant Board Committee.

2.1.4 The Vice-Chancellor is an ex-officio member of all Board Committees except for the Audit and Risk Committee and the Remuneration Committee. The Vice-Chancellor may nominate the Deputy Vice-Chancellor & Provost to attend on their behalf.

2.1.5 Trustees (other than the Chair of the Board and the Vice-Chancellor) shall be appointed to Board Committees by the Nominations Committee for a term of up to three years to be determined by the Nominations Committee on their appointment (or, as the case may be, reappointment) and shall be eligible for reappointment. A Trustee's term of office as a Board Committee member shall not extend beyond their term of office as Trustee. The membership of each Board Committee is set out in its Terms of Reference.
2.1.6 In considering the appointment and reappointment of Board Committee members, the Nominations Committee will consider the factors mentioned in Ordinance 2.2.2.2 and 2.2.2.3 with a view to identifying any Preferred Skills. The Nominations Committee will review these factors in respect of the membership of Board Committees annually and may make appropriate changes to the membership of Board Committees while seeking to ensure a stable membership of each Committee. The Chairs of Board Committees may make recommendations as to membership of their Committee to the Nominations Committee.

2.1.7 Where requested by a Board Committee (and permitted by the Board Committee's Terms of Reference), the Nominations Committee may appoint additional members to that Board Committee ("Additional Members"), in order to provide relevant skills, experience or expertise. Staff or Students of the University will not normally be appointed as Additional Members, but may be in exceptional circumstances if so determined by the Nominations Committee. Additional Members shall be appointed for a term of up to three years and will be eligible for re-appointment, subject to a normal maximum of two consecutive terms of three years. Additional Members are required to comply with the Trustee Code of Conduct in Ordinance 1.3 and the requirements of in Ordinance 5.14 (Conflicts of Interest).

2.1.8 Committee membership and Terms of Reference shall be reviewed annually by the Committee and recommendations for changes presented to the Board for approval.

2.2 Chairs and Deputy Chairs

2.2.1 The Chair of each Board Committee shall be appointed by the Board on the recommendation of the Nominations Committee from among the Independent Trustees. The Chair will be appointed for a term of up to three years, to be determined by the Board on their appointment. The Chair's term of office as Chair of the relevant Board Committee shall not extend beyond their term of office as Trustee.

2.2.2 On the recommendation of the Chair of each Board Committee, in consultation with the Chair of the Board, the Deputy Chair of each Board Committee shall be appointed by the Board on the recommendation of the Nominations Committee, from among the Independent Trustees. The Deputy Chair will be appointed for a term of up to three years, to be determined by the Board on their appointment. The Deputy Chair's term of office as Deputy Chair of the relevant Board Committee shall not extend beyond their term of office as Trustee.

2.2.3 The Deputy Chair of each Board Committee will chair meetings of the Board Committee in the absence of the Chair of the relevant Board Committee. In the absence of the Deputy Chair, the meeting will be chaired by an Independent Trustee Committee member nominated by the Independent Trustee Committee members.

2.3 Authority of decision-making Board Committees

2.3.1 In carrying out its duties and responsibilities, a Board Committee which has decision-making authority from the Board (as determined by its Terms of Reference) is authorised to:

(a) Investigate any activity within its Terms of Reference and seek any information it requires from any member of Staff. All Staff are directed to co-operate with any request made by the Board Committee.
Obtain legal or other independent professional advice and secure the attendance of non-members with relevant experience and expertise, for specific meetings as appropriate.

2.3.2 A Board Committee may from time to time in writing delegate specific functions, (including powers and discretions) to the Chair of the Board Committee.

2.3.3 In addition to any matters expressly delegated to them, the Chair of a Board Committee has delegated authority from the Board Committee to make a decision on behalf of the Board Committee where the Chair reasonably concludes that:

(a) having consulted the Registrar & University Secretary, the circumstances are exceptional and exigent and it is not possible to obtain a decision of the Board Committee due to the urgent nature of the business; and

(b) it is in the best interests of the University for the Chair to make the decision.

2.3.4 The Chair of a Board Committee acting under delegated authority from the Board Committee will report any decisions taken pursuant to that delegated authority promptly to the Board Committee either electronically in between meetings, if urgent, or in time for the next Board Committee meeting.

2.4 Proceedings

2.4.1 Unless otherwise provided in a Board Committee’s Terms of Reference, the quorum shall be three members including two Independent Trustees.

2.4.2 Subject to any specific provisions set out in a Board Committee’s Terms of Reference, the proceedings of Board Committees shall be conducted in accordance with Ordinance 5.

2.4.3 The Annexes to this Ordinance (the Terms of Reference) shall be reviewed annually by the Committee. The Board Committee should recommend changes for approval by the Board.

2.5 Reporting requirements of Board Committees

2.5.1 Subject to any specific reporting requirements in a Board Committee’s Terms of Reference, each Board Committee shall submit a written report to the Board, as soon as practicable after each meeting, on its proceedings at that meeting and otherwise on any matters within its remit and responsibilities.

2.5.2 A Board Committee may make recommendations to the Board as it deems appropriate on any matter within its remit and responsibilities.

2.5.3 Where authority has been delegated to a Board Committee by the Board to perform a particular action or take a particular decision, that action or decision should be reported to the Board at its next meeting.

2.5.4 Under Ordinance 3.3, the Board has reserved to itself the power to rescind or revoke a delegated power in whole or in part or to alter its terms in relation to "material decisions" (as defined at Ordinance 3.4.1).

2.5.5 A Board Committee proposing to take a decision under a delegated power which has the potential to be a material decision must report that proposed decision to the Chair of the Board in accordance with Ordinance 3.4.3. Following such a report, any authority of the Board Committee in relation to that decision shall be subject to confirmation by the Chair of the Board in accordance with Ordinance 3.4.6.
Appendix A

Audit and Risk Committee Terms of Reference

1 Purpose

1.1 The Committee is independent of the Executive.

1.2 The Committee oversees a programme of work enabling it to give an opinion to the Board of Trustees annually on the adequacy and effectiveness of the Executive’s arrangements for internal control, risk management, governance, value for money and the management and quality assurance of data. It recommends the University's financial statements to the Board for approval and advises the Board on the risk register. It manages the arrangements for internal audit and, following appointment of the external auditors by the Board, external audit.

1.3 The Committee’s duties and responsibilities set out below apply to the University’s Subsidiary Companies as well as the University itself.

2 Specific duties and responsibilities

2.1 The Committee has delegated authority from the Board of Trustees for:

2.1.1 Internal and external audit

   (a) Recommending to the Board the appointment of the external and internal auditors and their initial fee/resources. Recommending and advising the Board on their re-appointment, resignation or dismissal.

   (b) Approving the external and internal auditors’ arrangements including their contracts and fees/resources.

   (c) Approving the external auditor’s engagement, including any engagement letter issued at the start of each audit and the scope of the audit.

   (d) Approving the Internal Audit Charter and Strategy and the internal auditor’s annual programme of work ensuring adequate resource is allocated to internal audit.

   (e) Reviewing with the external auditors any findings or issues arising from the interim and final audits, including the management letter incorporating the Executive’s responses, and any other matters the external auditors may wish to discuss (in the absence of the Executive if necessary).

   (f) Reviewing the findings of internal audit reports and the Executive’s responses.

   (g) Reviewing progress on implementing recommendations from the auditors.

   (h) Promoting co-ordination between the internal and external auditors.

   (i) Reviewing the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity.

   (j) Reviewing and approving the provision of non-audit services by the University’s auditors.
2.1.2 Regulatory assurances and compliance

(a) Receiving and considering reports from external funding and regulatory bodies as they affect the University’s business.

(b) Monitoring adherence to the regulatory requirements, particularly ensuring full alignment with the Office for Student (OfS) regulatory framework, and the Committee of University Chairs model Terms of Reference for Audit Committees.

(c) Reviewing periodically the register setting out the University's ongoing registration conditions with the OfS, to ensure and monitor compliance with those conditions.

(d) Approving the returns to the OfS in respect of the Transparent Approach to Costing.

(e) Reviewing and advising the Board on reports and assurances from the Executive in respect of health and safety.

(f) Reviewing and advising the Board on reports and assurances from the Executive in respect of legal and regulatory compliance.

(g) Reviewing and advising the Board on reports from the Executive on whistleblowing, fraud, litigation and OfS reportable events and associated matters which are reportable under the relevant policies.

2.1.3 Policies

Reviewing and approving the following policies:

(a) Whistleblowing Policy;

(b) Anti-Corruption and Bribery Policy;

(c) Anti-money Laundering Policy;

(d) Counter Fraud; and

(e) Reportable and material adverse events.

2.1.4 Financial Statements

(a) Recommending the financial statements to the Board for approval including the corporate governance statement and statement of Board responsibilities.

(b) Recommending the letter of representation to Board for approval.

(c) Assuring the Board that the financial statements are in accordance with any accounts direction from the OfS and that the accounting policies and judgments are appropriate.

2.1.5 Risk management, value for money and data assurances

(a) Reviewing the effectiveness of the University’s risk framework, policies, processes and culture and its appetite for risk and recommending any changes to the Board.
(b) Reviewing the University’s risk register(s) ensuring that major risks are appropriately recognised and the controls and plans to mitigate them are being managed and advising the Board on the risk register(s).

(c) Reviewing the University’s value for money strategy covering the University’s use of resources and the value for money it achieves for Students and the taxpayer and reviewing the annual report to the Board on progress against the strategy.

(d) Reviewing reports and assurances from the Executive on the management and quality of data.

2.1.6 **Subsidiary Companies**

(a) Reviewing information provided by University subsidiary companies at least once a year, in relation to internal controls, risk management and governance assurance.

(b) Receive appraisals every three years from each University subsidiary company board which will include an appraisal of the company’s performance, a review of compliance and a summary of key findings, lessons learned and actions to be taken.

2.1.7 The Committee shall report to the Board at least annually giving assurances on the adequacy and effectiveness of the University’s internal control, risk management, governance, value for money and the management and quality assurance of data. The Committee shall ensure there is adequate evidence from its programme of work to give the necessary assurances including the following evidence:

(a) the assurances of the internal auditor following their programme of work;

(b) the external auditor’s report;

(c) assurances and reports from the Executive;

(d) any requirements of the OfS or other relevant bodies; and

(e) any other work commissioned by the Committee itself.

3 **Membership**

3.1 Up to seven members including:

3.1.1 Independent Trustees.

3.1.2 No more than three (if any) Additional Members.

3.2 An Independent Trustee member will be appointed as Chair in accordance with Ordinance 4.2.2.1.

3.3 At least one member of the Committee should have recent and relevant experience in finance, accounting or auditing.

3.4 The Vice-Chancellor, the Chair of the Board and the Chair of the Finance and Infrastructure Committee are not members of the Committee (but may be invited to attend on the invitation of the Chair of the Committee).
4 In attendance

4.1 Deputy Vice-Chancellor & Provost.
4.2 Chief Operating Officer & Finance Director.
4.3 Registrar & University Secretary.
4.4 Head of Internal Audit.
4.5 External Auditor Lead Partner.

5 Meetings

5.1 There should be at least one meeting a year, or part thereof, where the external and internal auditors attend without the Executive members being in attendance.

5.2 The external or internal auditors may request a meeting of the Committee or may meet with the Chair if they consider it necessary.
Appendix B

Finance and Infrastructure Committee Terms of Reference

1 Purpose

The Finance and Infrastructure Committee provides the Board with assurance on the development and delivery of key elements of the University Strategy. It oversees the development and implementation of the financial, estates and digital infrastructure objectives of the University Strategy including financial sustainability, performance and compliance. Its aim is to ensure that the University is operating in line with its annual business plan objectives and where not, satisfy itself that appropriate action is being taken by the Executive Group.

Note: all figures below exclude VAT

2 Specific duties and responsibilities

2.1 The Committee has delegated authority from the Board of Trustees between £5m and £20m as specified below:

2.1.1 Procurement and research

(a) Approval of research applications, grants and contracts where the subsidy from funds other than that grant/contract is more than £5m and less than (or equal to) £20m, in line with budgets and financial plans approved by the Board. Review and recommending for Board approval where greater than £20m.

(b) Procurement of goods and services with a value of more than £5m and less than (or equal to) £20m total for the period of the contract, where these are not contained within approved operating budgets and operating financial forecasts. Review and recommending for Board approval where greater than £20m.

2.1.2 Sales, leases, land and buildings purchases and projects

(a) Approval of Building, IT or Major project business cases with a value of more than £5m and less than (or equal to) £20m provided they fall within the University's agreed capital programme, in line with budgets and financial plans approved by the Board. Review and recommending for Board approval where greater than £20m.

(b) Approval of leases or nominations for residential accommodation but not if, such arrangement will be on the University balance sheet or a service concession. Review and recommending for Board approval where such arrangement will be on the University balance sheet or a service concession.

(c) Approval of non-residential leases with a net present value of more than £5m and less than (or equal to) £20m. Review and recommending for Board approval where greater than £20m.

(d) Approval of land and/or building purchases or sales of more than £5m and less than (or equal to) £20m, in line with budgets and financial plans approved by the Board. Review and recommending for Board approval where greater than £20m.
Sale of any individual asset or group of assets (including sale or licensing of intellectual property) with an open market value of up to £10m excluding land and buildings.

Approval of construction contracts up to £20m in line with approved budget and financial plans. Review and recommending for Board approval where greater than £20m.

2.1.3 **Banks, Investments and Financial Instruments**

(a) Approval of Treasury Management Strategy and policies excluding in respect of the Endowment Fund. Review and recommending for Board approval in respect of the Endowment Fund.

(b) Appointment of and instructing University investment managers/brokers excluding those for the Endowment Fund. Review and recommending for Board approval in respect of the Endowment Fund.

(c) Set annual performance targets for the Endowment Fund.

(d) Approve any capital reduction on any endowment in one year of more than £2m and less than (or equal to) £5m. Review and recommending for Board approval where greater than £5m.

(e) Approve the University’s Tax Strategy.

(f) Granting loans of more than £500k and less than (or equal to) £5m.

(g) Recommending for Board approval the appointment of University bankers and their mandates.

(h) Reviewing performance against the tax strategy and tax compliance by the University and its subsidiary undertakings.

(i) Recommending for Board approval all borrowing including short term facilities.

(j) Recommending for Board approval guarantees, pledges, loans and charges of more than £5m

(k) Receive reports in relation to compliance with treasury policy and other borrowing and investment obligations

2.1.4 **Shareholdings and Subsidiary Companies**

(a) Taking all decisions and undertaking all acts with a value of less than (or equal to) £20m in a single or connected set of transactions that are desirable in relation to any shareholding, membership or voting rights in relation to any existing Subsidiary Company or Associate of the University. Review and recommending for Board approval where greater than £20m.

(b) On the recommendation of the Nominations Committee, approving the appointment of Non-Executive directors to a Subsidiary Company (and their removal).

(c) Approval of the terms of loans with a value of more than £5m and less than (or equal to) £20m between the University and a Subsidiary Company or Associate.
(d) Approval of establishing (including any constitutional amendments), terminating, making the company dormant, or selling any shareholding in a Subsidiary Company or Associate where the total value of the company is more than £5m and less than (or equal to) £20m or the loan from the University exceeds £5m.

(e) Recommending for Board approval and review of incorporation of new Subsidiary Companies by the University, or its Subsidiary Companies other than companies that are to become technology spin-outs (which the Vice-Chancellor has delegated authority to approve).

(f) Recommending for Board approval and review of the establishment of companies as joint ventures between the University and other organisations, other than technology spin-outs (which the Vice-Chancellor has delegated authority to approve).

(g) Recommending for Board approval and review of acquisitions of a controlling interest in a company.

(h) Recommending for Board approval and review of investment in the share capital of another company where this investment is over £500k.

(i) Recommending for Board approval and review of terms of loans with a value of more than £20m between the University and a Subsidiary Company or Associate.

(j) Recommending for Board approval and review of Group restructuring i.e. the transfer of assets and liabilities between Group companies.

(k) Recommending for Board approval and review of closure of a company, a sale of equity, transfer of business, or to relinquish membership in it (approval of sale of equity or transfer of business in technology spin-outs is delegated to the Vice-Chancellor).

2.1.5 **Budgets, forecasts and relevant strategies**

(a) Recommending for Board approval and reviewing:

   (a) University Annual Budget
   
   (b) University Financial Plans and Forecasts.
   
   (c) University Capital Programme.
   
   (d) Financial Strategy and Financial Framework.
   
   (e) Institutional Financial Regulatory Returns

2.1.6 **Pensions**

(a) Exercise delegated authority to take all decisions and undertaking all acts that are desirable in relation to the of Deed and Rules of the University of Bristol Pension and Assurance Scheme (UBPAS).

(b) Reviewing UBPAS including governance, investment performance and financial sustainability.

(c) Reviewing the investment strategy and governance arrangements of University of Bristol Group Pension Plan (UBGPP). The Pensions Task and
Finish Working Group has delegated authority from the Board of Trustees to consider the USS Valuation and the associated implications for the University and its Staff.

(d) Recommending for Board approval and reviewing the Pensions Strategy.

(e) Proposing any material changes to approved pension schemes not delegated to Finance & Infrastructure Committee.

2.1.7 Donations

(a) For the purposes of, and in accordance with the terms of the University’s Policy and Guidelines on the Acceptance and Refusal of Donations, approval of donations from one source of less than £5m if due diligence in relation to a proposed donation raises issues in relation to acceptability or accepting the donation could give rise to significant public interest or potential controversy.

2.1.8 Students’ Union

(a) Approval of consents and approvals required from the University under the Students’ Union’s articles of association relating to financial matters.

2.1.9 Estate plans and requirements

(a) Reviewing the achievement of the University’s environmental sustainability plans for the estate.

3 Membership

3.1 Up to ten members including:

3.1.1 Vice-Chancellor (ex officio).

3.1.2 Chair of the Board (ex officio).

3.1.3 Independent Trustees.

3.1.4 One Academic Trustee or Professional Services Trustee.

3.1.5 No more than three (if any) Additional Members.

3.2 One of the Independent Trustee members will be appointed as Chair in accordance with Ordinance 4.2.2.1.

4 In attendance

4.1 Treasurer.

4.2 Chief Operating Officer & Finance Director.

4.3 Other Staff as required.
Appendix C
Remuneration Committee Terms of Reference

1 Purpose

1.1 The Remuneration Committee is responsible for overseeing the remuneration, benefits and conditions of employment of the Vice-Chancellor and the other senior Staff in the Remit Group (as defined below). It ensures such Staff are appropriately rewarded in terms of their recruitment, retention and motivation but through a process which is robust and proportionate in its use of funds.

1.2 The Committee’s decisions are informed by the CUC “Higher Education Senior Staff Remuneration Code” (which the OfS requires the University to take into account).

1.3 The Committee must provide an annual report to the Board on how it has discharged its responsibilities.

1.4 The University reports publicly on senior staff remuneration in its Financial Statements and in accordance with the requirements of the OfS.

2 Remit Group

2.1 The Remit Group comprises:

2.1.1 the Executive Group;

2.1.2 Deans, Professional Services Directors and Executive Directors on M4 salaries; and

2.1.3 any directors of Subsidiary Companies who are members of Staff on M4 salaries not included in the above.

3 Specific duties and responsibilities

3.1 The Committee has delegated authority from the Board of Trustees for:

3.1.1 Remuneration Policies

Approving remuneration policy(s) for the Vice-Chancellor and the other Staff in the Remit Group ensuring that there are robust and equitable systems and criteria in place for remuneration decisions. These systems should include the use of appropriate comparative market data, information on institutional and personal performance and affordability.

3.1.2 Service contracts and remuneration

(a) Vice Chancellor - Determining the service contract and the annual total reward of the Vice-Chancellor having considered the Chair of the Board’s recommendations and the Vice-Chancellor’s performance.

(b) Staff within the Remit Group - Considering the Vice-Chancellor’s or Appropriate Manager’s (as defined in Ordinance 10) recommendations and determining (a) the service contract and terms and conditions of service and (b) the total annual reward for these Staff having considered a report on their performance. The Committee will approve the contractual arrangements for newly appointed Staff in the Remit Group.
3.1.3 **Severance**

Approving the terms of any severance in the event of the termination of employment of the Vice-Chancellor or any member of Staff earning over £100k per annum (and after having sought legal advice if required).

3.1.4 **Appraisal and performance objectives**

(a) Approving the appraisal process for the Vice-Chancellor and Staff within the Remit Group.

(b) Reviewing the performance objectives for the next year of the Remit Group.

3.1.5 **Equality and diversity**

(a) Reviewing strategies, data and progress in respect of equality and diversity for all Staff with a view to ensuring that there are no biases pertaining to gender or other protected characteristics within the pay structure.

(b) Reviewing of the University’s annual Pay Gap Reports.

4 **Membership**

4.1 Up to six members including:

4.1.1 The Chair of the Board (ex officio).

4.1.2 The Treasurer.

4.1.3 Independent Trustees.

4.1.4 No more than two (if any) Additional Members.

4.2 One of the Independent Trustee members will be appointed as Chair in accordance with Ordinance 4.2.2.1.

4.3 The Vice-Chancellor is not a member of the Committee.

5 **In attendance**

5.1 The Chair may invite the Vice-Chancellor, the Chief People Officer, the Registrar & University Secretary and other Staff to attend a meeting in order to provide advice or information provided they do not have a Conflict of Interest.

5.2 A person may not attend when their own remuneration or terms and conditions of employment are being considered.
Appendix D

Nominations Committee Terms of Reference

1 Purpose

The Nominations Committee advises the Board on matters concerning the membership of the Board and Board Committees (including succession planning for the Board). It manages the recruitment process for Trustees and appointments to certain Board and Board Committee roles. The Committee also oversees the appointment of certain members and officers of the Court.

2 Specific duties and responsibilities

2.1 Subject to the requirements of the Charter, Statutes and Ordinances, the Committee has delegated authority from the Board for:

2.1.1 Board membership

(a) Maintaining a database of the skills, experience and other relevant matters relating to Board members (subject to data protection legislation) to support the Board in its succession planning (in accordance with Ordinance 2.2.2.5).

(b) Considering the skills, experience, diversity of backgrounds, gender balance, independence, knowledge and cognitive and personal strengths of the existing Board with a view to identifying any gaps or imbalances and recommending any skills, experience or other criteria desirable to address such gaps or imbalances (defined in Ordinance 2.2.2.6 as "Preferred Skills") when carrying out its role in relation to the appointment of Board members, as required by Ordinance 2.

(c) Operating a formal selection process for new Nominated Trustees which is rigorous and based on objective criteria, having regard to any Preferred Skills identified by the Nominations Committee, in accordance with Ordinance 2.3.1.

(d) Approving the process by which the Alumni Association select and (if possible) put forward two candidates for appointment as an Alumni Association Trustee, in accordance with Ordinance 2.3.2.

(e) Recommending to the Board all appointments of Trustees, in accordance with Ordinances 2.3 to 2.6.

(f) Recommending to the Board all reappointments of Trustees and their terms of office, in accordance with Ordinances 2.7 and 2.8.

(g) Proposing to the Board a resolution to remove a Trustee from the Board or from an office of Chair, Deputy Chair or Treasurer pursuant to Ordinance 2.9.3, in accordance with Ordinance 2.9.4.

2.1.2 Board Committee membership

(a) Subject to the Statutes and Ordinances, approving appointments and reappointments to Board Committees (excluding Senate) including Additional Members and determining their terms of office, in accordance with Ordinance 4.2.1.5 to 4.2.1.7.
Reviewing and monitoring the membership needs (including succession planning) of Board Committees, ensuring there is an appropriate level of diversity and the right mix of skills and experience and in particular considering the factors mentioned in Ordinance 2.2.2 with a view to identifying any Preferred Skills, in accordance with Ordinance 4.2.1.6.

### 2.1.3 Offices of Chair and Deputy Chair of the Board, Treasurer, Chairs of Board Committees and the Vice-Chancellor

(a) Recommending to the Board the process to appoint the Chair and Deputy Chair of Board, in accordance with Ordinance 4.2.2.

(b) Determining the process for appointing a Treasurer and recommending to the Board a candidate for appointment, in accordance with Ordinance 2.13.

(c) Consider succession planning for the Vice-Chancellor and other members of the Executive Group.

(d) Recommending to the Board the process to be followed to appoint the Vice-Chancellor in the event of a vacancy.

(e) Recommend the appointment of the Acting Vice-Chancellor during a vacancy or lengthy absence of the Vice-Chancellor.

(f) Recommending to the Board candidates for appointment as Chair of Board Committees, in accordance with Ordinance 4.2.2.1.

### 2.1.4 Subsidiary Companies

(a) Recommending to Finance and Infrastructure Committee the appointment of independent Non-Executive Directors to the boards of Subsidiary Companies and Associates.

### 2.1.5 Effectiveness reviews

(a) Consulting with the Chair and Deputy Chair of the Board in relation to the annual review of the effectiveness of the Board's (including its Committees) governance of the University, in accordance with Ordinance 2.14.

(b) Independent Trustees will be informally reviewed by the Chair of the Board annually to ensure that they are fulfilling their duties and expected contribution as trustees.

### 2.1.6 Court membership

(a) Overseeing the appointment of Elected and Nominated Members of Court, in accordance with Statute 6.1.5, and determining the processes to appoint all such members ensuring that they are fair, transparent and take due account of succession, continuity and diversity.

(b) Recommending for the Chancellor’s approval the annual appointment of the Additional Appointed Members of Court, in accordance with Statute 6.2.

(c) Monitoring the terms of office of Court members.

### 3 Membership

#### 3.1 Up to 6 members including:
3.1.1 The Chair of the Board (ex officio), who will be Chair, subject to Ordinance 4.D.5 below.

3.1.2 The Deputy Chair of the Board.

3.1.3 Two members appointed by the Court under Statute 8.4.

3.1.4 Up to two Independent Trustees or Additional Members.

4  **In attendance**

4.1 Registrar & University Secretary.

4.2 The following may be invited to attend parts of the meeting:

   4.2.1 Vice-Chancellor.

   4.2.2 Chief People Officer.

   4.2.3 Equality & Diversity Manager.

5  **Proceedings**

5.1 Where the Committee is considering succession to the role of Chair of the Board and/or when the Chair has a Conflict of Interest, meetings of the Committee will be chaired by an Independent Trustee member appointed by the Committee.
Appendix E
Honorary Degrees Committee

1 Purpose
The Honorary Degrees Committee is a joint committee of the Board and Senate. It considers nominations for honorary degrees and honorary fellowships from Students, alumni, Staff, honorary staff, Senate and Trustees and makes confidential recommendations to the Board regarding the award of such distinctions.

2 Specific duties and responsibilities
2.1 The Committee has delegated authority from the Board for:
2.1.1 Approving the processes for making and considering nominations for honorary degrees and honorary fellowships.
2.1.2 Recommending to the Board nominations for honorary degrees.
2.1.3 Recommending to the Board and to Court nominations for honorary fellowships.

3 Membership
3.1 Vice-Chancellor (Chair).
3.2 Chair of the Board (Deputy Chair).
3.3 Chancellor and Pro-Chancellors.
3.4 One Independent Trustee.
3.5 Deputy Vice-Chancellor & Provost.
3.6 Pro-Vice-Chancellors.
3.7 Deans.
3.8 Registrar & University Secretary.

4 In attendance
4.1 Director of Development & Alumni Relations Office.
4.2 Director of External Relations.

5 Proceedings
5.1 The quorum shall be six Committee members including two who are not Staff or Students.
Appendix F

Equality, Diversity and Inclusion Oversight (EDI) Committee

1 Purpose

The Equality, Diversity and Inclusion Oversight (EDI) Committee was established by the Board in order to provide assurance around the University’s approach to Equality, Diversity and Inclusion (EDI) and to support the development of long-term governance arrangements for EDI. It holds the Executive to account for delivering EDI Strategic Objectives in relation to both Staff and Students.

2 Specific duties and responsibilities

2.1 The Committee has no decision-making authority, but has delegated authority from the Board of Trustees for:

2.1.1 Reporting to the Board on progress made by the Executive in relation to EDI and raising any issues or risks as it deems appropriate.

2.1.2 Holding the Executive to account for delivering EDI Strategic Objectives for both Staff and Students.

2.1.3 Focusing on specific areas of EDI activity identified as strategically critical to the University as required.

2.1.4 Ensuring that the Executive maintains a focus on Equality, Diversity and Inclusion as distinct but interdependent areas of activity.

2.1.5 Receiving data in the form of Strategic Performance Indicators (SPIs), appropriately benchmarked, to facilitate effective monitoring of progress with EDI priorities.

2.1.6 Requesting and receiving reports into areas of EDI performance considered to be of high strategic priority as considered necessary by the Committee.

3 Membership

3.1 Three Independent Trustees (one of whom will be Chair).

3.2 One Student Trustee.

3.3 Two Additional Members, being:

3.3.1 a member of Staff (Staff representative); and

3.3.2 an external adviser.

4 In attendance

4.1 Deputy-Vice-Chancellor & Provost.

4.2 Pro-Vice-Chancellor Student Experience.

4.3 Chief Operating Officer & Finance Director.

4.4 Registrar & University Secretary.

5 Proceedings

5.1 The quorum shall be three Committee members including one Independent Trustee.
Appendix G

Pensions Task and Finish Group

1 Purpose
The Pensions Task and Finish Group was established by the Board of Trustees in July 2018 to consider the USS Valuation and the associated implications for the University and its Staff. The Group is time limited but will continue to meet until the end of the valuation process in order to respond to the outcome of the USS valuation and any associated changes to future pension benefits for Staff.

2 Specific duties and responsibilities
2.1 The Group has no decision-making authority, but has delegated authority from the Board for:
2.1.1 Agreeing the University’s response to consultations undertaken by UUK where it is not feasible for such responses to be considered by the Board.
2.1.2 Considering the USS valuation and associated implications including Staff engagement and feedback proposals.

3 Membership
3.1 Treasurer.
3.2 Deputy Chair of the Board.
3.3 Chair of the Remuneration Committee.
3.4 Chair of the Finance and Infrastructure Committee.
3.5 One Academic Trustee.
3.6 One Professional Services Trustee.
3.7 One member of the Finance and Infrastructure Committee with significant pensions experience.

4 In attendance
4.1 Chief Operating Officer & Finance Director.
4.2 Chief People Officer.
4.3 Registrar & University Secretary.

5 Proceedings
5.1 The quorum shall be three Committee members including one Independent Trustee.
Ordinance 5

Proceedings of the Board and Board Committees

1 Application

1.1 This **Ordinance 5** applies to meetings of the Board and Board Committees (excluding, for the avoidance of doubt, Senate). Unless otherwise specified or the context requires otherwise, references in this **Ordinance 5** to:

1.1.1 a "meeting" means a meeting of the Board or of a Board Committee;

1.1.2 "members" means members of the Board or of a Board Committee as the case may be (and in the case of a Board Committee shall include Additional Members who are not Trustees) (and "member" shall mean one of such members);

1.1.3 the "relevant Chair" means the Chair of the Board or the Chair of a Board Committee as the case may be; and

1.1.4 the "Secretary" means, in relation to the Board, the Registrar & University Secretary and, in relation to a Board Committee, the Registrar & University Secretary or the person nominated by them in accordance with **Ordinance 7.4.6.4** to act as Secretary to the Committee.

2 Annual calendar

2.1 The Registrar & University Secretary is responsible for preparing the annual calendar of meetings for the approval of the relevant Chair and circulation to members.

3 Additional meetings

3.1 An additional meeting of the Board may be convened at any time by the Chair of the Board or on receipt of a written or email request from at least a third of the Trustees setting out the matters they wish to be discussed at the additional meeting.

3.2 An additional meeting of a Board Committee may be convened at any time by its Chair or the Chair of the Board.

4 Cancelling or re-arranging scheduled meetings

4.1 The relevant Chair has the power to:

4.1.1 cancel a scheduled meeting if they consider there is insufficient business to be transacted; and

4.1.2 re-arrange a scheduled meeting if they consider it necessary,

provided that they should normally do so with at least one week’s notice.

5 Agenda

5.1 The Secretary is responsible for drawing up the agenda for meetings with the approval of the relevant Chair and ensuring there is adequate supporting information.
Any member wishing to request that an item is placed on the agenda for a meeting should communicate with the Secretary. The relevant Chair has discretion over whether the item is included on the agenda.

The agenda (including the relevant papers) for a meeting should be sent to each member, electronically, seven days in advance of the meeting.

The Secretary is responsible for providing guidance on the preparation of papers and deadlines for submission. Late papers will only be accepted with the approval of the relevant Chair.

Trustees may submit to the Registrar & University Secretary written questions addressed to the Vice-Chancellor or other University officers, to be placed on the agenda for a Board meeting. Unless urgent, such questions should be sent in time to allow circulation with the other papers. Time for questions and discussion of any issue will be at the discretion of the Chair of the Board.

Meetings may be held either in person or by suitable electronic means determined by the relevant Chair in consultation with the Registrar & University Secretary or by a combination of both provided that all members participating in the meeting may communicate with all the other participants. If all of the members participating in a meeting are not in the same place, the relevant Chair may decide that the meeting is to be treated as taking place wherever any of them is.

A member shall be regarded as being present at a meeting at any time when they are attending personally or by such electronic means as have been approved in accordance with Ordinance 5.6.1.

A member who is unable to attend a meeting should submit their apologies in advance to the Secretary together with any comments on the agenda (and/or papers). Attendance will be monitored.

A Trustee may request in advance of a Board meeting the express permission of the Chair of the Board to be absent from the meeting. In accordance with Ordinance 2.9.2.1, if a Trustee fails to attend three successive Board meetings without having obtained the express permission of the Chair of the Board, their term of office as a Trustee shall automatically terminate.

Members cannot send a deputy or alternate to act in their place.

The quorum for meetings of the Board is set out in Statute 2.1.

The quorum for meetings of Board Committees is set out in Ordinance 4.

Where there is no quorum the meeting may proceed but no decisions can be taken. Alternatively, the meeting can be re-arranged at a suitably convenient alternative date/time.

The following persons are in attendance at meetings of the Board, to observe only and not to vote or approve any matter, and shall receive the agenda (and papers):

8.1.1 Registrar & University Secretary.
8.1.2 Chief Operating Officer & Finance Director.

8.1.3 Such other persons as the Chair of the Board may from time to time determine.

8.2 The following persons are in attendance at meetings of a Board Committee, to observe only and not to vote or approve any matter, and shall receive the agenda (including papers):

8.2.1 Such persons (if any) as are specified in the Board Committee's terms of reference in Ordinance 4.

8.2.2 Such other persons as the relevant Chair may from time to time determine.

8.3 Any Trustee may, with approval of the relevant Chair, attend a Board Committee meeting as an observer, unless they have a Conflict of Interest.

9 Conduct of meetings

9.1 The Board and Board Committees may determine how they conduct their own meetings, subject to the Charter, Statutes and Ordinances.

9.2 Meetings will be chaired by the relevant Chair or by such other person as shall be appointed as chair in accordance with Ordinance 2.12.1.2 in the case of a Board meeting or in accordance with Ordinance 4 in the case of a Board Committee meeting.

9.3 The chair of the meeting has discretion to determine the conduct of discussion and debate at meetings and how business is to be brought to conclusion. The chair will not unreasonably refuse any member the right to speak. The chair may require a member to leave a meeting if they consider the member is disrupting the meeting.

9.4 The chair of the meeting has a discretion to accept or reject for debate a formal motion (or an amendment to a formal motion) proposed during the course of the meeting by a member and to determine the order in which amendments and motions are take. Proceedings on any amendments must be completed before any decision is taken on the substantive motion (as amended). Where there is more than one motion, the motion under consideration must be disposed of before proceedings on any subsequent motions commence.

9.5 Every matter for decision shall be determined after due deliberation by those members present, the chair of the meeting taking the sense of the meeting. Formal voting will only be used if consensus cannot be achieved by other means. Any member may request that the matter be put to a vote. The chair of the meeting will decide when and if a formal vote should be taken.

9.6 On a formal vote, every decision except for a Special Resolution shall be by a simple majority of the votes cast at a meeting. In the event of an equality of votes, the chair of the meeting has a second or casting vote (unless the chair of the meeting is in accordance with Ordinance 5.14 not to be counted as participating in the decision-making process for quorum or voting purposes). The Secretary will act as teller and will record the number of votes for and against a resolution or amendment and the number of abstentions in the minutes. Attendees who are not members may provide guidance, advice and opinion at the discretion of the chair of the meeting but may not vote.

9.7 Members must comply with their duties of collective responsibility under the Code of Conduct in Ordinance 1.3. In accordance with Ordinance 1.3.3.3, a member who disagrees with, abstains on, or votes against, any motion may request an appropriate note be made in the minutes.
10 **Minutes**

10.1 Decisions and the reasons for them will be recorded in the minutes, which shall be taken by the Secretary. Minutes will be approved by the relevant Chair and then circulated promptly to members for approval (with such amendments as may be agreed) at the next meeting.

10.2 Board and (where relevant) Committee minutes will be published in accordance with the University's approved publication policy and schedule.

11 **Decisions without a meeting**

11.1 The Board or a Board Committee may consider a resolution proposed in writing (including by email or in other electronic form) other than at a meeting if the relevant Chair, after consulting with the Registrar & University Secretary, considers that the circumstances are exceptional and exigent and that it would be expedient in the best interests of the University for a resolution in this form to be considered.

11.2 A decision made in this form shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided that:

11.2.1 a report setting out the proposed resolution together with an explanation of the reasons for it and instructions for how a member is to signify their agreement (or dissent) to the resolution (including a time limit for responding) is sent to all members entitled to receive notice of a meeting (the "report");

11.2.2 the resolution is agreed to by a majority of such members (provided that majority would form a quorum at a meeting) in accordance with the instructions specified in the report, which shall allow for members to share their responses; and

11.2.3 this Ordinance shall not apply to any decision of the Board to be made by Special Resolution.

11.3 A procedural defect of which the Board or Board Committee is unaware at the time does not invalidate decisions taken.

11.4 The Secretary will be responsible for the conduct of any decisions taken without a meeting, including keeping accurate records and reporting the decision to the subsequent meeting.

12 **Chair’s action**

12.1 In addition to the powers delegated to the Chair of the Board under the Board Delegation Schedule, the Chair of the Board (or, where the Chair is not available, the Deputy Chair of the Board) has delegated authority under Ordinance 3.10 to take decisions on behalf of the Board in certain exceptional and exigent circumstances.

12.2 The Chairs of Board Committees have delegated authority under Ordinance 4.2.1.13 to take decisions on behalf of the Committee in certain exceptional and exigent circumstances.

13 **Confidentiality**

13.1 The University seeks to operate as openly and transparently as possible but recognises that, on some occasions, it is necessary to treat the business of the Board or Board Committees as confidential. This is normally because the matters under discussion include commercially sensitive or personal information. The presumption is that all papers and minutes should be open unless there are good reasons to make them confidential.

13.2 Papers and minutes should make clear the extent to which they are open, confidential or strictly confidential, in accordance with guidance on these categories provided by the
Registrar & University Secretary. Papers may be re-classified during the meeting as open, confidential or strictly confidential. Minutes may also from time to time include a confidentiality classification.

13.3 Members must comply with their duties under the Code of Conduct in Ordinance 1.3 regarding confidentiality.

14 Conflicts of interest

14.1 The Trustees have a legal obligation to act solely and exclusively in the best interests of the University and in accordance with its Charter, Statutes and Ordinances and the laws that apply to them.

14.2 The Trustees are expected to act impartially and objectively and to take steps to avoid Conflicts of Interest, which may otherwise inhibit free discussion, result in decisions that are not in the best interests of the University and risk a perception that the Trustees have acted improperly.

Definitions

14.3 In this Ordinance 5.14:

14.3.1 "Benefit" means any payment of money by, or any other direct or indirect benefit in money or money’s worth provided by, the University;

14.3.2 "Conflict of Interest" means any Interest of a Trustee (or any person Connected to a Trustee) that conflicts, or may conflict, or may be perceived to conflict, with the interests of the University and:

(a) includes a conflict of loyalty;

(b) includes both situational and transactional Interests; and

(c) applies to the exploitation of any information, property or opportunity;

14.3.3 "conflict of loyalty" means a situation, transaction or other arrangement with or involving the University in which a Trustee has no financial or other personal Interest but has a conflict between their duty to the University and their duty to another person (which may be because they are a governor, trustee, director, shareholder, member, officer or employee of that other person);

14.3.4 "Connected Person" means any person falling within one of the following categories:

(a) any spouse or civil partner of a Trustee;

(b) any parent, child, brother, sister, grandparent or grandchild of a Trustee who is financially dependent on such Trustee or on whom the Trustee is financially dependent;

(c) the spouse or civil partner of any person in (b);

(d) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to that of a spouse or civil partner; or

(e) any company, LLP or partnership of which a Trustee is a paid director, member, partner or employee or a holder of more than 1% of the share capital or capital; and
any person who is a Connected Person in relation to any Trustee is referred to in this Ordinance 5.14 as "Connected" to that Trustee.

14.3.5 "Interest" means any direct or indirect interest in any situation, transaction or arrangement and includes:

(a) any interest a Trustee or any person Connected to a Trustee may have as a consequence of any duty he or she may owe to any other person;

(b) all of the posts, memberships, offices and other roles (and gifts and hospitality received) specified in Ordinance 5.14.6; and

(c) any Benefit to a Trustee which is not available to all Trustees; and

and where a Trustee (or any person Connected to a Trustee) has any such interest in any relevant situation, transaction or arrangement the Trustee is "Interested" in it.

Duty to avoid Conflicts of Interest

14.4 Every Trustee owes a duty to avoid any Conflict of Interest.

Declarations of Interest

14.5 On their appointment every Trustee must declare their Interests to the Registrar & University Secretary (a "Declaration of Interests").

14.6 Trustees should declare the following as Interests:

14.6.1 any post held in the ordinary course of employment or practice;

14.6.2 membership of any professional body;

14.6.3 any shareholding of more than 1% in any unlisted company (whether public or private);

14.6.4 any governorship, trusteeship (including acting as a trustee of the Students' Union) or membership of any other charity (including any overseas charity);

14.6.5 any office held in any body, society, association or other institution in the public, private or voluntary sector, including posts such as president, chair, governor, chief executive, treasurer and secretary;

14.6.6 consultancies, directorships or advisory positions;

14.6.7 membership of a pressure group (e.g. thinktank or NGO) with an interest in the activities of the University; and

14.6.8 gifts or hospitality offered to a Trustee in their capacity as a trustee of the University, whether accepted or declined; and

14.6.9 such other posts, memberships, offices and other roles as the Board may determine from time to time,

and including, for the avoidance of doubt, the Interests of anyone who is Connected to a Trustee.

14.7 Each Trustee will:
14.7.1 update their Declaration of Interests at the start of each Academic Year; and

14.7.2 declare to the Registrar & University Secretary in accordance with Ordinance 5.14.8 the nature and extent of any Interest they may have or acquire in any existing situation, transaction or arrangement with the University or in any situation, transaction or arrangement proposed with the University of which the Trustee is aware.

14.8 Any declaration made by a Trustee pursuant to Ordinance 5.14.7.2 shall be made as soon as possible after the Trustee becomes aware of their Interest in the relevant situation, transaction or arrangement and in any event before the meeting of the Board at which the situation, transaction or arrangement is to be discussed. In the event such prior declaration is not possible, the Trustee must declare their Interest at the very latest before any discussions takes place in relation to such situation, transaction, or matter to which the Interest relates. If a Trustee is not in attendance at such a meeting, they should declare their Interest to the Registrar & University Secretary as soon as reasonably practicable thereafter. If a Trustee fails to declare an Interest which is known to the Chair of the meeting or the Registrar & University Secretary then the Chair or the Registrar & University Secretary will declare that Interest.

14.9 Conflicts of Interest will be a standing agenda item at the beginning of each Board meeting and any Interests declared by Trustees will be noted.

14.10 The Registrar & University Secretary will maintain a register of the Interests of all Trustees (and persons Connected to them) (the "Register of Interests"). Subject to any relevant duty or obligation of confidentiality, the Register of Interests will be published on the University's website.

14.11 If a Trustee is unsure of what to declare, or whether and/or when their Declaration of Interests needs to be updated, they must ask the Registrar & University Secretary for guidance and act in accordance with it.

Determinations about the management of Conflicts of Interest

14.12 Where a Trustee has an actual or potential Conflict of Interest, the Trustees will determine the scope and extent of a Trustee's Conflict of Interest and the decisions and other business of the Board which they should or should not participate in as a consequence. Any such determination shall be:

14.12.1 subject to the requirements of Ordinances 5.14.13 to 5.14.18;

14.12.2 proposed by the Registrar & University Secretary in consultation with the Chair of the Board for approval by the Trustees;

14.12.3 made prior to any discussions in relation to the situation, transaction, or matter regarding which the Trustee has a Conflict of Interest; and

14.12.4 made without the participation of the Trustee with the actual or potential Conflict of Interest, whether by participating or being counted in any discussion, quorum or vote, unless that Trustee is expressly invited by the Trustees to provide information.

Conflict of Interest

14.13 Subject to Ordinances 5.14.15 and 5.14.16, a Trustee who has any Conflict of Interest in relation to a particular situation, transaction or arrangement must cease to act and not vote, or count in the quorum on any vote, in relation to any decision of the Board about such situation, transaction or arrangement.
The relevant Trustee should also not be present during any debate or vote about any such situation, transaction or arrangement by the Trustees, unless expressly invited by the Trustees to remain in order to provide information.

Any Trustee who has a Conflict of Interest which relates exclusively to any Benefit which all of the Trustees are authorised to receive on the same terms may vote, and count in the quorum on any vote, in relation to that Benefit.

Conflicts of loyalty

Where a Trustee has a Conflict of Interest as a result solely of a conflict of loyalty in relation to a particular situation, transaction or arrangement, the Trustees may decide that:

14.16.1 the relevant Trustee should cease to act in relation to the relevant situation, transaction or arrangement and not vote on it (or count in the quorum in relation to any such vote); or

14.16.2 the conflict of loyalty should be kept under review, with the Trustee continuing to act in relation to the relevant situation, transaction or arrangement (including voting on it and counting in the quorum) in the meantime.

In making a decision in accordance with Ordinance 5.14.16 the Trustees must act in what they consider to be the best interests of the University and should consider both the nature and extent of the Trustee's conflict of loyalty and its actual or perceived impact on the University.

Where a Trustee with a conflict of loyalty ceases to act in relation to a situation, transaction or arrangement, he or she should absent themselves from any discussion or voting by the Trustees about that situation, transaction or arrangement, unless expressly invited by the Trustees to remain in order to provide information.

Minutes

The minutes of the Board meeting at which a Conflict of Interest is declared and discussed will record the nature and extent of the Conflict of Interest and summarise the discussion and the decisions taken to manage that Conflict of Interest.

Access to documents and other information

Where a Trustee is not able to act in relation to a Conflict of Interest, they will not seek, or be entitled to, access to any documents or other information held by the University which relate in any way (whether directly or indirectly) to that Conflict of Interest.

The Chair, in consultation with the Registrar & University Secretary, will determine which documents and other information relate directly or indirectly to the relevant Conflict of Interest.

University Trustees

It is recognised that there is the specific scope for a Conflict of Interest to arise for the following University Trustees:

14.22.1 the Vice-Chancellor (as a member of Staff)

14.22.2 a Deputy Vice-Chancellor acting as a University Trustee (as a member of Staff);

14.22.3 the Academic Trustees and Professional Services Trustees (as members of Staff); and
14.22.4 the Student Trustees (as Students or Full-time Officers).

14.23 It is also recognised that there is the specific scope for a Conflict of Interest to arise for any Trustee who is Connected to a Student (where they will have a personal interest in the provision of education and care to that Student) or member of Staff of the University.

14.24 For the purposes of this Ordinance 5.14:

14.24.1 any Trustee who is also a member of Staff shall be deemed not to be Interested in any situation, transaction or matter as a member of Staff provided that the relevant situation, transaction or matter relates to the Staff generally (or to a section of the Staff) and does not relate specifically to that Trustee as a member of Staff;

14.24.2 any Trustee who is a Student shall be deemed not to be Interested in any situation, transaction or matter as a Student provided that the relevant situation, transaction or matter relates to Students generally (or a section of Students) and does not relate specifically to that Trustee as a Student; and

14.24.3 the provisions of this Ordinance 5.14 shall apply in the same way to any Trustee who is Connected to any member of Staff or Student.

14.25 If there is or may be any uncertainty about whether Ordinance 5.14.24 applies to any situation, transaction or matter, the Chair shall, in consultation with the Registrar & University Secretary, determine whether or not it applies and such determination shall be conclusive. Any Trustee may seek a determination from the Chair in accordance with this Ordinance 5.14.25 at any time.

14.26 Notwithstanding that Ordinance 5.14.24 may apply to any Trustee, they must declare that they are (as the case may be):

14.26.1 also a member of Staff; or

14.26.2 also a Student or Full-time Officer; or

14.26.3 Connected to a member of Staff or a Student or Full-time Officer;

in accordance with the provisions of this Ordinance 5.14.

Committees

14.27 The provisions of this Ordinance 5.14 shall apply to every Board Committee except for Senate in the same way as they apply to the Board and in particular as if:

14.27.1 members of each Board Committee were deemed to be Trustees;

14.27.2 meetings of the Board were meetings of the Committee;

14.27.3 the relevant Chair of each Board Committee is the Chair; and

14.27.4 the Secretary of each Board Committee is the Registrar & University Secretary.

The Chair

14.28 Where the Chair has any Interest which will or may give rise to a Conflict of Interest, any discretion, power or other function vested in them by Ordinances 5.14.1 to 5.14.27 shall be exercisable by the Deputy Chair in relation to such Conflict of Interest.
Ordinance 6

Senate

1 Purpose

Under the Charter, Senate has delegated authority from the Board of Trustees for overseeing the teaching and research provided and carried out by the University, including the power to make Academic Regulations. Senate provides assurance to the Board of Trustees for academic quality, standards and governance and that the University is meeting the Office for Students (OfS) conditions of registration in respect of quality and standards.

2 Specific duties and responsibilities

2.1 Senate has delegated authority from the Board of Trustees for:

2.1.1 Strategy

Supporting the development of the University's education and research strategies and monitoring their implementation and the achievement of related objectives.

2.1.2 Academic Regulations

Regulating the academic work of the University by approving Academic Regulations.

2.1.3 Research, innovation and enterprise

(a) Regulating the approval of and monitoring the research, innovation and enterprise activities of the University.

(b) Overseeing preparations for any external review of the University's research provision and approving and monitoring any action plan following an external review.

(c) Monitoring the quality and standards of research provision at the University.

(d) Approving the arrangements for any periodic review of research provision undertaken by the University.

2.1.4 Education and student experience

2.1.4.1 Quality and standards

(a) Monitoring the quality and standards of education provision at the University.

(b) Overseeing preparations for any external review of the University's education provision and approving and monitoring any action plan following an external review.

2.1.4.2 Educational programmes

(a) Regulating the approval of all educational programmes and collaborative provision including their assessment and the appointment and/or removal of examiners.
(b) Approving the arrangements for the annual and periodic review of Programmes and Units and any institutional level Student surveys undertaken by the University.

2.1.4.3 **Student Experience**

Monitoring the Student educational experience, Student outcomes and the process for Student engagement.

2.1.4.4 **Educational Partnerships**

Approving Educational Partnerships (as defined in the University’s Regulations and Code of Practice for Educational Collaborative Arrangements from time to time) and any changes to Educational Partnerships (and Senate may require the Registrar to publish a list of Educational Partnerships).

2.1.5 **Academic awards**

Determining the academic awards (excluding honorary awards) to be awarded by the University.

2.1.6 **Other awards and honorary titles**

(a) Approving the award of medals, prizes, scholarships and titles of Honorary Professors, Emeritus Professors, and Emeritus Deans in accordance with Academic Regulations.

(b) Recommending to the Honorary Degrees Committee (and therefore to the Board of Trustees) any nominations from Senate for Honorary Degrees.

(c) Recommending to the Honorary Degrees Committee (and therefore to the Board of Trustees) and to Court any nominations from Senate for Honorary Fellowships.

2.1.7 **Faculties and Academic Schools**

(a) Supervising and giving directions to the Faculties.

(b) Senate shall be consulted by the Board of Trustees in relation to any proposals to create, close, name or rename Faculties or Academic Schools.

2.1.8 **Academic calendar**

Approving the academic calendar for each Academic Year.

2.1.9 **Academic Ordinances**

Approving Ordinances relating to courses of study, degrees, certificates diplomas and other academic awards or distinctions, affiliation of colleges and recognition of teachers (pursuant to Article 18 of the Charter).

2.1.10 **Academic Trustees**

Recommending to the Nominations Committee candidates for appointment as Academic Trustees in accordance with Ordinance 2.4.
2.1.11 **Risk management**

Reviewing the management of risks relating to the University’s education and research activities; monitoring actions taken to minimise those risks and advising the Board.

2.2 Senate may discuss and declare an opinion on any matter whatsoever relating to the University and the Board shall take into consideration any observations expressed by Senate.

2.3 In accordance with **Ordinance 7.1.2**, Senate shall be consulted by the Board of Trustees in relation to the appointment of the Vice-Chancellor, Deputy Vice-Chancellor(s) and Pro Vice-Chancellor(s).

2.4 In carrying out the duties and responsibilities delegated to it, Senate shall:

2.4.1 receive a report from the Academic Trustees of the Board at each meeting of Senate and shall report back on any matter referred to it by the Board of Trustees;

2.4.2 provide regular assurance to the Board of Trustees through reports including:

(a) a report provided at least annually covering Senate’s purpose as defined above;

(b) a report to each meeting of the Board on key Senate business undertaken since the last Board meeting; and

2.4.3 regularly review the effectiveness of Senate and Senate committees.

2.5 In carrying out its duties and responsibilities, and pursuant to its powers of delegation prescribed by **Statute 4**, Senate has power to:

2.5.1 determine the terms of reference of any committee of Senate or ad hoc working group or advisory committee (including examination boards) including any appointments to these committees and groups as Chair or Deputy Chair;

2.5.2 approve a document known as the "Senate Delegation Schedule" identifying the functions which Senate reserves to itself and those it delegates to committees of Senate and to the Vice-Chancellor; and

2.5.3 make Standing Orders governing its own proceedings.

3 **Membership**

3.1 Senate shall comprise the following members in the following classes:

3.1.1 **Class 1 - Ex-Officio**

(a) Vice-Chancellor (Chair).
(b) Deputy Vice-Chancellor & Provost (Deputy Chair).
(c) the Pro Vice-Chancellors.
(d) the Deans.
(e) Registrar & University Secretary (Secretary).
(f) Librarian.
(g) 2 Full-time Officers nominated by the Students’ Union.
3.1.2 **Class 2 - Heads of School**

The Heads of School or any nominee of a Head of School (being a member of academic Staff) in respect of an Academic Year.

3.1.3 **Class 3 - Academic and other post-holders**

(a) The Associate Pro Vice-Chancellors.
(b) A representative of the Faculty Managers appointed by them.

3.1.4 **Class 4 – Academic Staff**

(a) There shall be a total of twelve members of Staff from each Faculty serving on Senate at any one time, comprising Heads of School (or their nominees) (Class 2) and academic Staff (Class 4). In respect of each Faculty, the number of members of academic Staff serving on Senate in Class 4 shall be calculated by deducting from twelve the number of members of Staff serving on Senate in Class 2.

(b) Members of academic Staff serving on Senate in Class 4 shall be appointed to serve from the beginning of the Academic Year for renewable three-year terms, up to a maximum of nine years in total, in accordance with procedures prescribed by the Faculty Board and approved by Senate.

3.1.5 **Class 5 - Students**

(a) There shall be up to six undergraduate Students and up to four postgraduate Students serving on Senate at any one time in Class 5.

(b) Students serving on Senate in Class 5 shall be nominated by the Students’ Union, for renewable one year terms subject to a maximum of three consecutive terms in accordance with Standing Orders of Senate.

3.2 All vacancies arising among the elected members of Senate shall be filled as soon as possible for the remainder of the unexpired term.

4 **Proceedings**

4.1 Senate shall meet at regular intervals throughout the Academic Year, and not less than three times per Academic Year. The Vice-Chancellor may call a meeting at any time, and shall call a meeting on receipt of a written request to do so from no fewer than twenty members of Senate, within such period as shall be prescribed by Standing Orders of Senate.

4.2 The Vice-Chancellor shall preside as chair at meetings of Senate. In the Vice-Chancellor’s absence, the Deputy Vice-Chancellor & Provost or their nominee shall preside as chair.

4.3 The procedure at meetings of Senate shall be in accordance with Standing Orders of Senate.

5 **Responsibilities of Senate members**

5.1 Senate members are responsible for working together collectively to ensure that Senate discharges the duties and responsibilities delegated to it by the Board.
5.2 The principal responsibilities and contributions expected of Senate members, on a collective basis, are to:

5.2.1 Advise on academic strategy.

5.2.2 Constructively engage in discussions with direct knowledge and experience of academic practice at the University and elsewhere in the higher education sector.

5.2.3 Maintain a broad awareness of the external challenges facing the University and consider the implications of these for future academic strategy and practice.

5.2.4 Be cognisant of the overarching University Strategy and provide advice and support to ensure its development and achievement.

5.2.5 Safeguard academic quality and standards across the whole University.

5.2.6 Provide a mechanism for communication of Senate business to and from colleagues in Academic Schools and Faculties and to raise the awareness of the work of Senate within Academic Schools and Faculties.

5.2.7 Participate from time to time in Senate-related activities, events and/or working parties.

5.2.8 Enable effective committee work across the University to help implement and embed the University Strategy.

5.2.9 View issues and assess risks from all aspects.

6 Standards for Senate members

6.1 Senate members should adhere to the following standards:

6.1.1 Ensure that Senate conducts itself and that they conduct themselves in accordance with the principles of public life drawn up by the Committee on Standards in Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership).

6.1.2 Play an appropriate part in ensuring that the business of Senate is carried out efficiently and effectively. Members should challenge proposals put to Senate in a constructive manner.

6.1.3 Staff (Class 4) members and Student (Class 5) members provide an important link between Senate and the constituency from which they are drawn but do not represent that constituency; they have a responsibility to Senate and the University which overrides any responsibilities they may have (or may perceive to have) to colleagues in their constituencies.

6.1.4 In particular, Staff and Student Senate members:

(a) Bring considerable experience to Senate and are encouraged to use that to support Senate’s prime role in enhancing academic quality and assuring academic standards. They will often address issues from their own
knowledge, background or standpoint but they should always seek to act in the interest of the University as a whole.

(b) Have no responsibility to report back to their colleagues or to take up issues raised by their colleagues. However, they are encouraged to discuss academic issues raised at Senate with their colleagues.

(c) Must accept and abide by collective decisions once made. They may indicate where they disagree with a decision and this can be noted in the minutes if they wish. The role of Student members in bringing the Student voice to Senate is very important. It is recognised that while they will abide by a Senate decision, the Students’ Union may continue to campaign for a change in that decision.

6.1.5 Recognise the proper separation between governance and management. Senate is a Committee primarily concerned with governance and will not normally deal with operational or detailed resources issues.

6.1.6 Must maintain confidentiality when the agenda items or minutes require it.

6.1.7 Must make every effort to attend and participate in such information-sharing events, training, induction, procedures, effectiveness reviews and appraisals as are deemed necessary by Senate and/or the Chair of Senate.

6.1.8 Must make every effort to attend all meetings of Senate and any Senate committees of which they are members and to read all the papers for each meeting to ensure they are properly informed.

6.2 Senate members are subject to the University’s Outside Work Policy and are required to declare interests and obtain permission where necessary in accordance with that policy.

7 Key qualities of Senate members

7.1 Senate members should:

7.1.1 Have a strong commitment to the future success of the University and to maintaining high academic quality and standards.

7.1.2 Have a general understanding of the University’s internal processes as regards teaching, research and enterprise.

7.1.3 Have the capacity to debate academic issues with objectivity, openness and transparency.

7.1.4 Be willing to accept decisions made in the best interests of the University as a whole.
Ordinance 7
Senior Executive Officers

1 Senior Executive Officers

1.1 The following Senior Executive Officers of the University shall be appointed by the Board:

1.1.1 Vice-Chancellor;
1.1.2 Deputy Vice-Chancellor(s) and Pro Vice-Chancellor(s); and
1.1.3 Registrar & University Secretary.

1.2 The Board shall consult with Senate in relation to the appointment of the Vice-Chancellor, Deputy Vice-Chancellor(s) and Pro Vice-Chancellor(s).

1.3 The remuneration of the Senior Executive Officers shall be determined by the Remuneration Committee.

2 Vice-Chancellor

2.1 The Vice-Chancellor is:

2.1.1 the Chief Executive of the University, reporting directly to the Board of Trustees;

2.1.2 the Accountable Officer of the University, whose responsibilities are prescribed by the Office for Students under its regulatory advice and which include being personally responsible to the governing body for ensuring compliance with the terms and conditions of funding and for providing the OfS with clear assurances about compliance; and

2.1.3 the Chief Academic Officer of the University with responsibility for academic performance, reporting directly to the Board of Trustees.

2.2 Subject to Article 15 of the Charter, the Board shall prescribe the role description and appointment process for the Vice-Chancellor on the recommendation of the Nominations Committee.

2.3 The Vice-Chancellor has a close working relationship with the Chair of the Board and this relationship is vitally important. Both should ensure that the relationship is constructive but challenging, recognising the proper separation of governance and management and the checks and balances established by the different roles each has, as set out in the University’s Charter, Statutes, Ordinances and Academic Regulations. The Chair appraises the performance of the Vice-Chancellor and makes recommendations to the Remuneration Committee concerning the Vice-Chancellor’s terms and conditions and remuneration package.

2.4 Main responsibilities of the Vice-Chancellor

2.4.1 The Vice-Chancellor acts within the limits of delegated authority prescribed by the Charter, Statute, Ordinances (in particular the Delegation Framework set out in Ordinance 3) and Academic Regulations of the University.

2.4.2 The Vice-Chancellor has the following main responsibilities, subject at all times to the oversight of Board:
(a) leading the strategic development of the University and the implementation of the objectives agreed with the Board of Trustees and taking primary responsibility for management of the affairs of the University including the management and culture of the University and the leadership of its Staff;

(b) maintaining strong leadership teams, and management arrangements within the University;

(c) ensuring the Board receives proper and appropriately timed information from the Executive to fulfil its responsibilities;

(d) ensuring that the University is well managed financially and that its future is sustainable and that its ambitious estates strategy delivers for future generations;

(e) acting as the key ambassador for the University including representing it publicly and leading its fundraising initiatives;

(f) promoting a strong global perspective and advocating the University nationally and internationally;

(g) making proposals to the Board about the character, mission, strategy and long-term business plans of the University including the University Strategy and the performance indicators by which success will be judged;

(h) leading the research strategy and performance of the University;

(i) ensuring and enhancing the academic quality and standards of programmes and the provision of quality support services for Students;

(j) managing the resources of the University including people, finance, infrastructure, information and property and facilities;

(k) acting as the University’s Accountable Officer;

(l) managing risk; and

(m) undertaking such ceremonial duties as may be required.

3 Deputy Vice-Chancellor(s) and Pro Vice-Chancellor(s)

3.1 The number of Deputy or Pro Vice-Chancellors shall be determined from time to time by the Board on the recommendation of the Vice-Chancellor.

3.2 The Vice-Chancellor shall prescribe the title, role description and appointment process for the Pro Vice-Chancellor(s) (including the Deputy Vice-Chancellor & Provost).

4 Registrar & University Secretary

4.1 The Registrar & University Secretary has a governance and an executive role in the University.

4.2 The Board shall prescribe the role description for the Registrar & University Secretary. In their governance role, the Registrar & University Secretary reports directly to the Board. If
the person appointed has executive/managerial responsibilities, the Board shall ensure that there is an appropriate separation in the lines of accountability.

4.3 The Registrar & University Secretary’s executive responsibilities are determined by the Vice-Chancellor and in their executive role they report to the Vice-Chancellor.

4.4 The Registrar & University Secretary should work to support both the Chair and the Vice-Chancellor with the aim of ensuring that Board meets its responsibilities and is effective. It is good practice for the Chair, Vice-Chancellor and Registrar & University Secretary to work closely together within the legal framework provided by the Charter, Statutes, Ordinances and Academic Regulations and the OfS’s regulations and guidance.

4.5 The Chair appraises the performance of the Registrar & University Secretary in respect of their governance role and the Vice-Chancellor appraises their performance in respect of their executive role. Together, they make recommendations to the Remuneration Committee in respect of the Registrar & University Secretary’s terms and conditions and remuneration package.

4.6 **Main governance responsibilities of the Registrar & University Secretary**

4.6.1 The Registrar & University Secretary acts as Secretary to the Board and all its Committees including Senate and Court.

4.6.2 The Registrar & University Secretary plays a key role in the operation and conduct of the Board, and in ensuring that appropriate procedures are followed, that matters of governance are sound and effective, and that the University is not only compliant with regulation but also using governance as a tool to support strategic change. They are responsible for supporting the governance processes in line with best practice and for overseeing the effective discharge of the University’s legal and governance responsibilities.

4.6.3 The specific governance responsibilities of the Registrar & University Secretary are to:

(a) Work with the Chair, the Vice-Chancellor and the Executive to ensure that Board, Senate and Board Committee meetings are conducted efficiently and effectively.

(b) Ensure that the Board and its Committees adopt best practice in respect of governance.

(c) Consult with and keep the Chair and the Vice-Chancellor informed on all key matters relating to the governance, legal, regulatory and procedural matters of the University.

(d) Support all Trustees and members of Senate so they can fulfil their responsibilities.

(e) Make governance requirements in relation to the Board and its Committees clear and transparent.

(f) Regularly review the Charter, Statutes, Ordinances and Academic Regulations to ensure that they are fit for purpose.

(g) Provide the Board with authoritative guidance about its responsibilities and how they should be discharged under the Charter, Statutes, Ordinances, Academic Regulations and the OfS regulatory framework and guidance.
(h) Notify the Board if they believe that any proposed action would exceed the Board’s powers or be contrary to the Trustees’ legal duties or not in compliance with the OfS regulatory framework and guidance.

(i) Where required, advise the Chair, and where appropriate, Trustees, in respect of the distinction between the governance and strategic responsibilities of the Board and the executive responsibilities of the Vice-Chancellor.

(j) Manage the communication from the Board to Staff, Students, Court and other stakeholders.

(k) Set good practice standards for the operation of Board, Board Committees, Senate and Senate committees and ensure they regularly review their effectiveness.

(l) Obtain legal and other advice as required to fulfil their responsibilities.

(m) Maintain required records of agendas, papers and minutes of meetings of the Board, Board Committees, Senate and Senate committees.

4.6.4 The Registrar & University Secretary may nominate another member of Staff to act as secretary to a Board Committee or Senate under their delegated authority and many delegate the performance of any of their other functions under these Ordinances. The Registrar & University Secretary will remain responsible for all acts done and decisions made by their delegates.

5 University Executive Board

5.1 In accordance with their powers under Ordinance 3 (Delegation Framework), the Vice-Chancellor may sub-delegate (by the Executive Delegation Schedule) any functions, powers or discretions delegated to the Vice-Chancellor to an executive board comprising Officers and members of Staff.

5.2 This board shall be known as the University Executive Board, or by such other name as the Vice-Chancellor may from time to time determine.

5.3 The University Executive Board shall conduct its proceedings in accordance with Standing Orders approved by the Vice-Chancellor. It shall report to the Vice-Chancellor unless the Vice-Chancellor determines that in respect of specific matters it shall report directly to the Board of Trustees.
Ordinance 8

Faculties and Academic Schools

1 Faculties
1.1 Faculties will have a Dean, a Faculty Board and a Faculty Assembly.

1.2 Deans
1.2.1 The Dean is the academic leader of the Faculty and is responsible for its effective leadership, management and development within the framework of the University’s mission and strategic direction. Deans report directly to the Deputy Vice-Chancellor & Provost. The Vice-Chancellor shall prescribe the role description and appointment process for Deans.

1.2.2 The Dean will work with members of the Executive Group to develop and implement University policy and strategy and to progress the University’s long term aims and objectives. The Dean will play a key role in institutional strategic planning and decision-making.

1.2.3 A Dean’s remuneration will be determined by the Remuneration Committee if they are included in the Remit Group specified in Ordinance 4 Appendix C (Remuneration Committee Terms of Reference).

1.3 Faculty Boards
1.3.1 Responsibilities

(a) The Faculty Board advises the Dean on the education and research strategies of the Faculty and is responsible for their implementation. The Faculty Board complements the executive role and powers of the Dean and Heads of Academic Schools and provides oversight of academic and related matters through its membership.

(b) The Faculty Board is responsible to Senate for the implementation of the education and research strategies and other academic activities carried out by the Faculty, pursuant to the Senate Delegation Schedule.

(c) The Faculty Board may delegate to Faculty committees or to any of its members such functions as is may consider appropriate, but shall remain responsible for all acts done and decisions made by its delegates.

(d) The Faculty Board will adopt Standing Orders to govern its procedures as necessary in accordance with guidance provided by the Governance Team, subject to the approval of Senate.

1.3.2 Composition

(a) The Faculty Board shall normally comprise:

(i) Dean of the Faculty (Chair).

(ii) Head of each constituent Academic School of the Faculty (or Deputy Head).

(iii) Faculty Research Director(s).
(iv) Faculty Education Director(s).
(v) Faculty Manager.
(vi) Faculty Financial Controller.
(vii) Faculty Human Resources Managers.
(viii) Additional members determined by the Faculty Board.

(b) Other persons, including Student representatives, may attend one or more meetings of the Faculty Board at the invitation of the Dean.

1.4 Faculty Assemblies

1.4.1 Purpose

Faculty Assemblies are informal gatherings which provide an opportunity for the Dean and other senior Faculty Staff to communicate with Faculty Staff members about matters such as policy initiatives and for Staff and Students to ask questions. Faculty Assemblies also provide the opportunity for members to debate and discuss matters of importance for the Faculty, but do not have decision-making authority.

1.4.2 Composition

(a) The Faculty Assembly will comprise:

(i) all Staff members of the Faculty; and

(ii) not less than ten Students being elected Faculty or Academic School representatives.

(b) The arrangements for appointment of the Chair of the Faculty Assembly and Student representatives will be determined by the Faculty Assembly's Standing Orders.

(c) The Chair may invite other persons to attend meetings of the Faculty Assembly as appropriate.

1.4.3 Meetings

(a) The Dean will schedule at least one meeting of the Faculty Assembly per Academic Year, and may schedule or call further meetings of the Faculty Assembly.

(b) A meeting of the Faculty Assembly may also be called by constituent members of the Faculty Assembly in accordance with the Faculty Assembly's Standing Orders.

(c) The Faculty Assembly may formulate for consideration by the Faculty Board a resolution or opinion on any matter of relevance to the Faculty and the Faculty Board shall take into account in its future decision making any such resolution or opinion.

1.4.4 Standing Orders

Faculty Assemblies will adopt Standing Orders to govern their procedures as necessary in accordance with guidance provided by the Governance Team, subject to the approval of the Faculty Board.
2 Academic Schools

2.1 An Academic School plans, manages and delivers teaching and research either within a single discipline or within a group of cognate disciplines or jointly with other Academic Schools. Each Academic School shall be located in a Faculty and shall have a Head of School. All Staff appointed to an Academic School shall be members of that School.

2.2 The Vice-Chancellor shall prescribe the role description and appointment process for Heads of Schools.
Ordinance 9

Student and Academic Status and University Membership

1 Students

1.1 Student status is acquired on registration by the University and terminates in the event of any of the following:

1.1.1 receipt of the academic award for which the Student is registered;

1.1.2 the end of the maximum period of study for the course of study for which the Student is registered, excluding periods of suspension and including periods of extension which have been accepted by the University, as prescribed by Academic Regulation;

1.1.3 the Student being required to leave the University, provided that they will retain Student status pending any internal appeal; or

1.1.4 the Student otherwise leaving the course of study for which they are registered.

1.2 Academic Regulations govern the arrangements made by the University for Students' education and learning including the academic awards and courses of study, payment of fees by Students, use of the Library and discipline.

1.3 On the recommendation of the appropriate examination board, subject to the overriding authority of Senate, the University will grant an academic award to any Student who has fulfilled the conditions for that award prescribed by the University. Senate will establish Academic Regulations covering all academic awards except honorary degrees and fellowships and the conduct of their assessment.

2 Assessment of academic awards

2.1 Ordinance 9.2.2 shall apply if:

2.1.1 any act or omission on the part of a member or members of the academic Staff or any other persons appointed to deal with examinations or assessment within the University; or

2.1.2 any circumstances which are beyond the reasonable control of the University;

shall in the opinion of the Board of Trustees disable the University from conducting examinations and assessment in the normal way.

2.2 If this Ordinance 9.2.2 applies then, notwithstanding the provisions of the Ordinances and Academic Regulations, the Board of Trustees may order that the Vice-Chancellor representing Senate as its Chair and acting in the Vice-Chancellor's absolute discretion in what they consider to be in the best interests of the University and its Students shall have the power (after consulting with such members of Senate as the Vice-Chancellor considers appropriate) to:

2.2.1 determine what methods of examination and assessment of a Student's ability or proficiency shall be adopted by any relevant internal examiners and the relevant external examiners of the University for the purpose of:

(a) the award of any degree, diploma or certificate of the University;

(b) the classification of any degree of the University;
the assessment of satisfactory performance or proficiency before any
Student is allowed to pass from one part of a programme of study or one
University year to another; and

2.2.2 exercise the authorities of University examination boards to approve the award of
any degree, diploma or certificate so examined or assessed.

2.3 An order pursuant to Ordinance 9.2.2 may be made subject to any such conditions as the
Board of Trustees may determine, including any period after which the order and/or its
implementation shall be reviewed.

3 Student grievances

3.1 In accordance with the Board of Trustees’ primary responsibilities under Ordinance 1.1.2.3,
the Board shall determine the procedures under which grievances may be brought by
Students, which shall include provision for the Board of Trustees, subject to Ordinance 9.3.2,
to investigate and if appropriate redress a grievance brought by a Student.

3.2 The Board of Trustees may, at its discretion and pursuant to its power under Statute 3.5,
appoint a committee to carry out its functions in relation to Student grievances under
Ordinance 9.3.1.

4 Academic status

4.1 Persons other than members of Staff who are involved in the University’s teaching or
research may be accorded academic status for a specified period in accordance with
Academic Regulations.

4.2 Persons accorded academic status may be given a title and shall be eligible to examine
Students and permitted to use the Library and other University facilities.

5 Congregations

5.1 Congregations of the University shall be held at least annually to confer degrees.

5.2 Degrees shall be conferred by the Chancellor or, in their absence, the Vice-Chancellor in
accordance with Articles 12 and 15 of the Charter.

5.3 Recipients of degrees (other than honorary degrees) shall be presented for admission by the
Dean of the Faculty awarding the degree or by another senior member of the Faculty
nominated by the Dean.

6 Academic Year

6.1 The Academic Year of the University shall run from 1 August to 31 July.

7 Members of the University

7.1 The following are members of the University:

7.1.1 Chancellor and Pro-Chancellors.

7.1.2 Trustees.

7.1.3 Students.

7.1.4 Staff.

7.1.5 Members of the Court.
7.1.6 Members of the Alumni Association.
7.1.7 Honorary Fellows.
7.1.8 Emeritus and Honorary Professors.
7.1.9 Emeritus Deans.
Ordinance 10

Employment

1 Operating Principles (previously Ordinance 25)

1.1 This employment Ordinance 10 relating to employees shall be applied and construed to give effect to these operating principles.

1.2 Appeals

Any decision made under any procedure prescribed by this Ordinance 10 will remain in force pending the outcome of an appeal.

1.3 Appeal by clinical academic member of staff

Where an appeal is made under any of the procedures prescribed by Ordinance 10 by a member of the clinical academic staff, who is required to engage in clinical work or activities and for that purpose to be registered with the General Medical or Dental Council or similar body and/or to have an honorary or substantive contract or status with a National Health Service Trust or similar body, then the panel may include, in addition to its other members, an appropriate representative of the National Health Service.

1.4 Confidentiality

All parties involved in the operation of Ordinance 10 must ensure that they maintain, as appropriate, confidentiality within and outside the University. However, none of this shall preclude information being given to any person where this is appropriate, and the University may disclose information:

1.4.1 to those who need to know in order to discharge their responsibilities;

1.4.2 where disclosure is necessary in the interests of health and safety at work or the welfare of other staff, students or the public;

1.4.3 where disclosure is required by law;

1.4.4 to witnesses and/or attendees at the meetings within the procedures.

1.5 Equality

It is expected that Ordinance 10 will be operated impartially and that all parties involved in the procedures prescribed by them will be treated with respect and dignity and that no individual will be unjustifiably discriminated against. This includes discrimination because of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion and belief, sex and sexual orientation.

1.6 The Role of Human Resources (“HR”)

HR will:
1.6.1 provide guidance and support to all parties involved in the operation of the procedures prescribed by Ordinance 10;

1.6.2 advise on the fair and consistent application of the relevant procedure;

1.6.3 give guidance to the Appropriate Manager on their responsibilities under the relevant procedure; and

1.6.4 be mindful of any conflict that may arise in these roles.

1.7 Nominees

References to University post holders shall be construed to refer either to the post holder or to a person nominated by him or her to act with full authority on his or her behalf.

1.8 Notices and formal communication

The University will deem any notification to be received by an employee within two days of it being posted to his/her home address as notified by the employee from time to time. If the notification is sent by email it will be deemed to have been received the day after it is sent.

1.9 Postponement

Employees (and any representative) must make every effort to attend all meetings arranged under Ordinance 10. If the Employee (or their representative) is unable to attend the meeting, they should inform HR as soon as possible. In the event that the employee fails to attend a meeting without good reason, the University reserves the right to make a decision in their absence.

1.10 Recordings

Audio and visual recordings in any form are prohibited during any meetings or hearings taking place under Ordinance 10 unless agreed in advance and for reasons of accessibility.

1.11 Review

Ordinance 10 will be reviewed from time to time to ensure that it reflects the University's legal obligations and its organisational and operational needs.

1.12 Right to be accompanied

At any meetings or hearings prescribed by Ordinance 10 where formal action is being taken, employees have the right to be accompanied by a colleague, friend, trade union or other representative. Although the representative will be able to address the meeting and to confer with the employee during the meeting they will not be permitted to answer any questions on behalf of the employee. In some circumstances the employee's choice of companion may not be accepted. In such circumstances the employee will be asked to select an alternative representative.

1.13 Statutory references

References in Ordinance 10 to any statute are a reference to it as amended, extended or re-
enacted from time to time. A reference to legislation shall include all subordinate legislation made from time to time under that statute.

1.14 **Suspension**

The decision to suspend an employee under *Ordinance 10* will be taken by the HR Director or their nominee. The University will advise the employee of the expected length of that suspension and will keep them informed of any changes in that timeframe. The employee will be required to cooperate with any investigation and to be available for interview(s) during working hours. The University may impose conditions during the period of suspension and the employee will be notified accordingly. Any suspension may include the suspension of use of the University’s intranet and email account. Suspension is a neutral act and is not considered by the University to be a disciplinary sanction.

1.15 **Timescales**

Whilst every effort should be made by the University to comply with any timescales prescribed by *Ordinance 10*, timescales may be extended in complex cases. In such circumstances the University should keep the employee informed and advise them of the reasons for any delay.

1.16 **Trade Union Representatives**

Where formal proceedings are contemplated against a Trade Union Representative under *Ordinance 10*, the HR Director or nominee shall inform the chair or secretary and the full time official of the Union of those circumstances before any formal meeting.

1.17 **Definitions**

1.17.1 "**Appropriate Manager**" means the Line Manager, Principal Investigator, Head of Department, Head of Section, Head of Discipline, Technical Manager, the Head of School, School or Faculty Manager, or other manager within the line management structure. Where appropriate HR will consider and advise on who the Appropriate Manager is in respect of the operation of all or part of a particular procedure or policy.

1.17.2 "**Trade Union Representative**" means an accredited representative of a trade union recognised by the University.
2 Performance and Conduct during the Initial Service Review Period (previously Ordinance 26)

2.1 Application & Scope

2.1.1 This procedure is applicable where either an employee’s performance or conduct has not improved following an initial meeting under paragraph 5 of the Initial Service Review Policy (see Appendix A) or their performance or conduct is so poor as to warrant dismissal.

2.1.2 Action under this procedure may be taken at any time during or at the end of an Initial Service Review Period.

2.2 Procedure

2.2.1 The employee should be invited in writing to attend a meeting giving them appropriate notice and advising them of their right to be accompanied. The letter should state the reasons why they have fallen short of the required standards of performance or conduct and enclose any documents that will be referred to at the meeting.

2.2.2 At the meeting the Appropriate Manager will:

(a) identify the poor performance or conduct and if appropriate give the reasons for considering non confirmation in post;

(b) allow the employee and/or their representative to respond to the concerns and to ask any questions.

2.2.3 Following the meeting the Appropriate Manager will consider all the representations made and decide whether or not the employee should:

(a) be given an opportunity to improve, and if so explain: the specific action(s) that the employee is required to take; the outcomes that they are expected to achieve; the timescale within which these must be achieved (the "Improvement Period"); and that if these are not achieved within the Improvement Period their employment may be terminated; or

(b) receive notice of termination of their employment; or

(c) be dismissed without notice of termination of their employment.

2.2.4 Any decision reached should be confirmed in a letter to the employee with a copy to HR.

2.3 Appeal

2.3.1 Where an employee’s employment has been terminated during their Initial Service Review period they have a right to appeal against the decision using the appeal procedure set out in the Staff Grievance Procedure.
Appendix A

Initial Service Review Policy

1 Application and Scope

1.1 During the initial service review period employees will be subject to this policy and will not be subject to the University’s disciplinary and capability procedures or participate in Staff Review and Development.

1.2 This policy is designed to:

   (a) support employees while they are settling into their role;

   (b) give the University time to assess the employee’s suitability in their role including skills, conduct, capability and attendance together referred to as “Performance”; and

   (c) provide a framework within which any areas of concern can be identified, addressed and resolved.

1.3 The Appropriate Manager will give employees:

   (a) details of their role and expected standards of performance;

   (b) access to the necessary information, equipment, training and other resources; and

   (c) details of relevant rules, policies, procedures and standards of conduct.

1.4 Support shall be provided through regular discussions between the employee and the Appropriate Manager. This shall be a two way process, giving the employee an opportunity to raise issues, as well as enabling the Appropriate Manager to evaluate progress.

1.5 The University wishes to support employees to complete their initial service review period successfully. Action under this procedure may be taken if any part of an employee’s Performance is found to be deficient.

1.6 Transferring staff – Employees transferring within the University will be treated as follows:

   (a) employees transferring to a comparable role while subject to an initial service review period will continue the initial service review period in the comparable role;

   (b) employees transferring to a different role while subject to an initial service review period will commence a new initial service review period in the new role;

   (c) employees transferring to a comparable role who have completed their initial service review period in another comparable role will not usually be required to complete a further initial service review period;
employees transferring to a different role after having completed an initial service review period will not be subject to a new initial service review period in the new role but should be supported by the Appropriate Manager as set out in 4.1 below; and

in a case where an employee has been redeployed to another role within the University, a trial period will usually be a more appropriate method of ascertaining whether the redeployment is suitable for both the employee and the University.

2  **Length of Initial Service Review Period**

2.1 The employee’s initial service review period is set out in their terms and conditions of employment and will not normally be longer than twelve months.

2.2 The length of the initial service review period may vary where a significant or particular element of the work falls in a specific part of the year to ensure that this period is adequately covered and to enable the employee to demonstrate their Performance in respect of this particular element of their role.

3  **Extension to Initial Service Review Period**

3.1 The University may extend the initial service review period where, for example, due to sickness absence or other authorised absence it has not been possible to assess the employee’s Performance. Where the review period is extended, the employee shall be notified accordingly.

4  **Initial Service Review Procedure**

4.1 Throughout the initial service review period an employee's Performance should be subject to assessment by the Appropriate Manager. Regular and informal one to one meetings should be held to:

(a) support the employee in their role;

(b) review Performance at work;

(c) ensure that the employee is kept informed of their progress against the required standards;

(d) advise them of any concerns and how these can be addressed; and

(e) ensure the employee is able to raise any questions they may have about their Performance or development requirements.

4.2 In addition to informal one to one meetings, formal, documented initial service reviews are to be carried out at the half way stage and towards the end of the initial service review period. The purpose of these reviews is to assess and record the employee's standard of Performance and to identify progress made and any further support, development or guidance required.
4.3 Human Resources shall remind the Appropriate Managers of the need for a formal review and report. It is the responsibility of the Appropriate Manager to carry out the formal reviews in good time.

4.4 Formal reviews should be set up in advance so that both parties have time to prepare for the meeting.

4.5 As part of the formal review meeting the Appropriate Manager should:
   (a) provide support and guidance;
   (b) identify good performance and progress made;
   (c) discuss the employee’s Performance against the requirements of the position identified in the job description and against any objectives and targets that have been identified;
   (d) review timekeeping and attendance, including sickness absence;
   (e) review training requirements and agree any further development needs;
   (f) identify any areas of Performance that need improving – identifying the standards required and how these can be achieved;
   (g) be sensitive to issues of equality and diversity, seeking guidance as appropriate;
   (h) set a date for next review meeting if appropriate; and
   (i) record the details of the review meeting on the initial service review form and send it to HR.

5 Concerns during Initial Service Review Period

5.1 At any time during the initial service review period where the Performance of an employee is causing concern the Appropriate Manager’s first step will normally be to discuss the problem with the employee. Such discussions shall identify the nature of the problem and consider its causes and possible solutions. The Appropriate Manager shall ensure that the employee is aware of the standard of Performance expected; outline in what respect the employee’s Performance is failing to meet an acceptable standard and, through discussion with the employee, seek to identify ways of resolving the problem.

5.2 If any employee’s Performance does not improve following this meeting, or their Performance is so poor as to warrant dismissal it may be necessary to take further action under Ordinance 10.2.

6 Confirmation in Post

6.1 On satisfactory completion of the initial service review period the employee will be informed in writing that they have been confirmed in post.
3 Potential Redundancies (previously Ordinance 27)

3.1 Application and Scope

Where the University has identified a potential redundancy situation it will try to minimise the effect of any potential redundancies through the steps set out in this procedure.

3.2 Avoiding Compulsory Redundancies

3.2.1 The University is committed to retaining employees wherever possible and will seek to minimise redundancies by forward planning within the relevant area. Where redundancies are proposed consideration will be given to ways of avoiding redundancy or reducing the numbers involved. Examples of such steps include:

(a) reviewing the use of agency staff, self-employed contractors and consultants;
(b) restricting recruitment in affected categories of employees;
(c) identifying suitable alternative work for potentially redundant employees;
(d) staff turnover;
(e) seeking volunteers for redundancy (selection of volunteers for redundancy shall be at the discretion of the University and shall be determined by the University’s requirements to retain key skills and experience to meet the present and anticipated needs of the University);
(f) considering the introduction of agreed short time working, job sharing or other flexible working arrangements, where these are practicable;
(g) filling vacancies from among existing employees.

3.2.2 Any measures adopted must not adversely affect the University’s organisational or operational needs.

3.3 Identification of Potential Redundancies

3.3.1 Where a potential redundancy situation has been identified an Appropriate Manager will where appropriate:

(a) identify the pool from which employees will be selected for dismissal by reason of redundancy: and

(b) propose the criteria by which individuals will be selected from the pool for dismissal by reason of redundancy;

3.4 Identification of the Pool

The pool will be defined by the nature of the work that is (or will be) ceasing or reducing. A pool may be limited to one individual or to a group of individuals carrying out the work.

3.5 Selection Criteria
3.5.1 The criteria used to select employees who will potentially be made redundant will be transparent and fair and based on the skills required to meet the University’s existing and anticipated organisational and operational needs.

3.5.2 Selection may be based on the:

- (a) skills, experience and aptitude of the employee;
- (b) standard of work performance;
- (c) attendance and/or disciplinary record of the employee;

and the selection process may include interviews with relevant employees.

3.6 **Consultation with Trade Union(s)**

3.6.1 The Appropriate Manager and the relevant Trade Union(s) will engage in collective consultation (as required by law) and in such circumstances will discuss any proposed redundancies and ways of avoiding them.

3.6.2 The purpose of the consultation is to seek ways of:

- (a) avoiding the redundancy situation;
- (b) reducing the number of dismissals; and
- (c) mitigating the effects of the proposed redundancies.

3.6.3 Where appropriate, consultation may include discussions concerning the definition and size of the proposed pool for selection and the proposed selection criteria.

3.6.4 The University will respond to any written submissions from the relevant Trade Union(s) in respect of the above.

3.7 **Consultation with individual employees.**

3.7.1 Where a potential redundancy situation has been identified which may affect a group of more than 20 employees an Appropriate Manager may inform those individuals of the proposal prior to the commencement of individual consultation.

3.7.2 Those employees who have been provisionally selected for redundancy will be consulted with individually.

3.7.3 Where appropriate, consultation will include discussion of matters such as:

- (a) the reason for the proposal;
- (b) ways to avoid or mitigate the effect of the proposed redundancy;
- (c) the rationale for the employee’s inclusion in the pool;
- (d) the fact that the employee has been provisionally selected for redundancy;
(e) where there is a pool of one, the rationale for the pool;

(f) the method of selection and/or scoring and the opportunity to challenge them;

(g) the proposed redundancy payment.

3.7.4 Individual consultation will be carried out as follows:

(a) The employee will be invited in writing to attend a formal consultation meeting with an Appropriate Manager who may be accompanied by a representative from HR. The letter will explain the reason for the meeting and give any other relevant information to the employee. The employee will be given the right to be accompanied to the consultation meeting. The employee and their representative may make representations, which will be considered.

(b) Following this meeting the Appropriate Manager may decide that the post is redundant. If so the Appropriate Manager will write to the individual to advise them of the decision. The letter will respond to any representations made during the consultation meeting and, if the post is declared redundant, will explain the employee’s right of appeal, together with details of any notice provisions and any payments that they will receive.

(c) Where appropriate, further consultation meeting(s) may take place with either the Appropriate Manager or with a manager more senior to the one who undertook the initial consultation meeting(s) at which action taken to date may be reviewed. The manager who conducted the initial consultation meetings may also be invited to attend and a representative from HR may also be present.

(d) Following the meeting(s) the Appropriate Manager (or a more senior manager) may decide that the post is redundant. If so the Appropriate Manager will write to the individual to advise them of the decision. The letter will respond to any representations made during the consultation meeting(s) and, if the post is declared redundant, will explain the employee’s right of appeal, together with details of any notice provisions and any payments that they will receive.

3.8 Redundancy Payments

3.8.1 Redundancy payments will be calculated as follows:

- 0-9 complete years of service - statutory redundancy payment
- Ten or more complete years of service - statutory redundancy payment x2

3.8.2 Eligibility for a redundancy payment may be lost if an employee refuses an offer of reasonable alternative employment.

3.9 Alternative Employment

3.9.1 During the notice period the University operates a redeployment policy to try to find alternative employment for employees who have been given notice of redundancy. Where suitable alternative employment is offered it will be subject to a trial period.
3.9.2 Employees under notice of redundancy will be entitled to take a reasonable amount of paid time off work to look for alternative employment or to arrange training for future employment.

3.10 Appeal

3.10.1 The employee has the right of appeal against a decision to terminate their employment under this procedure. Any appeal should be made in writing to the University Secretary within 28 days of the date of the letter confirming the decision appealed against. The appeal must state the grounds for appeal.

3.10.2 The appeal will be heard by a panel of at least three, none of whom should have had any prior involvement in the case. The appeal panel shall include one member who is independent of the area (for example the Faculty or Division) in which the employee is employed and in the case of academic staff the appeal panel shall include a member of the academic staff from Senate.

3.10.3 The University Secretary or nominee from HR shall act as clerk to the appeal panel. The procedure shall be determined by the panel. The employee may present the appeal in person, attend hearings and be accompanied by a representative. The University may be represented by a member of staff or other representative.

3.10.4 The panel’s decision is final. The panel shall give a reasoned decision in writing which shall be sent to the employee and the Appropriate Manager.
Appendix B

Employment Rights Act 1996, Section 139

1 For the purposes of this Act an employee who is dismissed shall be taken to be dismissed by reason of redundancy if the dismissal is wholly or mainly attributable to:

   (a) the fact that his employer has ceased or intends to cease:

      (i) to carry on the business for the purposes of which the employee was employed by him; or

      (ii) to carry on that business in the place where the employee was so employed; or

   (b) the fact that the requirements of that business:

      (i) for employees to carry out work of a particular kind; or

      (ii) for employees to carry out work of a particular kind in the place where the employee was employed by the employer have ceased or diminished or are expected to cease or diminish.

2 For the purposes of subsection (1) the business of the employer together with the business or businesses of his associated employers shall be treated as one (unless either of the conditions specified in paragraphs (a) and (b) of that subsection would be satisfied without so treating them).

3 For the purposes of subsection (1) the activities carried on by a local education authority with respect to the schools maintained by it, and the activities carried on by the governors of those schools, shall be treated as one business (unless either of the conditions specified in paragraphs (a) and (b) of that subsection would be satisfied without so treating them).

4 Where:

   (a) the contract under which a person is employed is treated by section 136(5) as terminated by his employer by reason of an act or event; and

   (b) the employee's contract is not renewed and he is not re-engaged under a new contract of employment, he shall be taken for the purposes of this Act to be dismissed by reason of redundancy if the circumstances in which his contract is not renewed, and he is not re-engaged, are wholly or mainly attributable to either of the facts stated in paragraphs (a) and (b) of subsection (1).

5 In its application to a case within subsection (4), paragraph (a)(i) of subsection (1) has effect as if the reference in that subsection to the employer included a reference to any person to whom, in consequence of the act or event, power to dispose of the business has passed.

6 In subsection (1) "cease" and "diminish" mean cease and diminish either permanently or temporarily and for whatever reason.
Employment Rights Act 1996 Section 136 (5)

(5) Where in accordance with any enactment or rule of law:

(a) an act on the part of an employer; or

(b) an event affecting an employer (including, in the case of an individual, his death),

operates to terminate a contract under which an employee is employed by him, the act or event shall be taken for the purposes of this Part to be a termination of the contract by the employer.
Appendix C

Trade Union and Labour Relations (Consolidation) Act 1992, Section 188

1 An employer proposing to dismiss as redundant an employee of a description in respect of which an independent trade union is recognised by him shall consult representatives of the union about the dismissal in accordance with this section.

2 The consultation must begin at the earliest opportunity, and in any event-

   (a) where the employer is proposing to dismiss as redundant 100 or more employees at one establishment within a period of 90 days or less, at least 90 days before the first of those dismissals takes effect;

   (b) where the employer is proposing to dismiss as redundant at least 10 but less than 100 employees at one establishment within a period of 30 days or less, at least 30 days before the first of those dismissals takes effect.

3 In determining how many employees an employer is proposing to dismiss as redundant no account shall be taken of employees in respect of whose proposed dismissals consultation has already begun.

4 For the purposes of the consultation the employer shall disclose in writing to the trade union representatives-

   (a) the reasons for his proposals,

   (b) the numbers and descriptions of employees whom it is proposed to dismiss as redundant,

   (c) the total number of employees of any such description employed by the employer at the establishment in question,

   (d) the proposed method of selecting the employees who may be dismissed, and

   (e) the proposed method of carrying out the dismissals, with due regard to any agreed procedure, including the period over which the dismissals are to take effect.

5 That information shall be delivered to the trade union representatives, or sent by post to an address notified by them to the employer, or sent by post to the union at the address of its head or main office.

6 In the course of the consultation the employer shall-

   (a) consider any representations made by the trade union representatives, and

   (b) reply to those representations and, if he/she rejects any of those representations, state his/her reasons.

7 If in any case there are special circumstances which render it not reasonably practicable for the
employer to comply with a requirement of subsection (2), (4) or (6), the employer shall take all such steps towards compliance with that requirement as are reasonably practicable in those circumstances.

This section does not confer any rights on a trade union or an employee except as provided by sections 189 to 192 below.
Appendix D

Redundancy Notice Provisions

(a) With the exception of staff covered by paragraphs (b) to (e), for whom protected arrangements will instead apply, staff will be given a minimum notice provision as follows in the event of dismissal by reason of redundancy:

- Staff employed by the University for less than 5 years: 3 months
- Staff employed by the University for at least 5 years but fewer than 7 years: 4 months
- Staff employed by the University for at least 7 years but fewer than 9 years: 5 months
- Staff employed by the University for 9 years or more: 6 months

(b) All staff employed by the University on a permanent academic or academic related contract before the 1 October 2004, or offered such employment on such terms before that date, will retain the right to a minimum of one year’s notice in the event of redundancy.

(c) All staff employed by the University on an academic or academic-related contract at the 1 October 2004 and who were offered a permanent contract on or after the 1 October 2004 will be entitled to a minimum of 6 months’ notice in the event of redundancy.

(d) All staff employed by the University on a permanent support staff contract at 30 April 2006, and those employed at that date on a fixed-term contract who subsequently transferred to a permanent contract, will be entitled to a minimum of 6 months’ notice in the event of redundancy.

(e) The employment of a member of staff, who is employed on a fixed-term contract and who is subsequently selected for dismissal in a situation of general redundancy, will end either at the termination of the fixed-term contract or following 3, 4, 5 or 6 months’ notice of redundancy in accordance with his or her length of service as set out in (a) above, whichever is the earlier.
Appendix E

Redundancy Pay

Any member of staff whose contract of employment is terminated by reason of redundancy will be entitled to receive a redundancy payment, based on length of service as follows. Enhanced redundancy payments applicable to redundancies effective from 1 May 2006 onwards.

Staff with 0-10 years' service - Statutory Redundancy Pay only

Staff with 10-20 years' service - Statutory Redundancy Pay x 2

Staff with 20 years' + service - Statutory Redundancy Pay x 2 (with no cap on weekly pay but a cap on total figure of £20K. The “cap on weekly pay” is the maximum amount of money defined (by the government) as a “week's pay” for the purposes of calculating a statutory redundancy payment.)
Conduct Framework for Staff who have completed their Initial Service Review Period
(Previously Ordinance 28)

4.1 Application and Scope

4.1.1 The purpose of this procedure is to provide a constructive framework for dealing with
staff conduct and to ensure that disciplinary action, where necessary, is applied fairly
and consistently.

4.1.2 This procedure applies to all employees who have (where applicable) satisfactorily
completed their Initial Service Review.

4.1.3 The general obligations for employees in respect of their conduct are set out in
Appendix G

4.2 Early Action

4.2.1 It is part of the supervisory process that managers bring to the attention of employees
the standards of behaviour required and any failure to meet those standards. Minor
misconduct should be dealt with by the employee’s line manager (the “Manager”)informally and without delay. The Manager should speak to the employee to ensure
that they understand the nature of the concerns, expectations of improvements in
conduct and where appropriate timescales and the nature of any support available.

4.2.2 It is expected that cases of minor misconduct will be dealt with informally between the
employee and their Manager. However, if that informal discussion does not bring about
an improvement or where there is a more serious case of misconduct, formal action
under this procedure may be necessary.

4.3 Suspension

4.3.1 Where appropriate the University may suspend an employee on full pay whilst it
undertakes an investigation into alleged misconduct.

4.4 Investigations

4.4.1 Before a disciplinary hearing is convened the Appropriate Manager will normally appoint
an investigator (supported by HR) to carry out an investigation into the circumstances of
the alleged misconduct. The purpose of the investigation is to:

(a) gather evidence; and
(b) consider if the matter should proceed to a formal hearing.

4.4.2 If there is no disagreement concerning the facts of the case, for example because the
misconduct is admitted, an investigation may not be necessary before a disciplinary
hearing is arranged. However, in cases where misconduct is not admitted or if there are
conflicting views or evidence, further investigation would usually be appropriate before
a decision is taken to proceed to a formal hearing.

4.4.3 As part of any investigation, the employee may be invited to provide a written response
to the allegations as well as invited to attend an investigation meeting.

4.4.4 The investigator will decide whether:

(a) there is a case to answer;
(b) there is no case to answer; or
(c) the matter should be considered under an alternative procedure.

4.5 Taking Formal Action

4.5.1 Where it is decided that formal action is to be taken the employee will normally be given ten days’ notice and invited to attend a disciplinary hearing.

Prior to the Hearing

4.5.2 The employee will be provided with details of the allegation(s) and an indication as to whether the alleged misconduct is considered as potentially a serious/gross misconduct case and therefore whether a sanction less than or up to dismissal may be considered.

4.5.3 Prior to the hearing the employee will be invited to provide:

(a) their response to the allegations including bringing forward any relevant witnesses; and
(b) any documentation that they will refer to in the hearing.

4.5.4 Prior to the hearing any documentation or other evidence that is to be relied upon by either the employee or the University will be made available to each other and to the Appropriate Manager at least seven days before the hearing.

The Conduct Hearing

4.5.5 An appropriate person (supported by HR) shall present the allegation(s) against the employee at the hearing.

4.5.6 The hearing will be conducted by an Appropriate Manager supported by HR.

4.5.7 The Appropriate Manager will arrange for notes of the meeting to be taken.

4.5.8 At the hearing the employee will be given an opportunity to present their case, question witnesses and raise any issue that they wish to have considered. The Appropriate Manager will be able to question those involved in the case.

The Outcome of the Hearing

4.5.9 At the end of the hearing the Appropriate Manager will consider all representations then decide whether or not, on the balance of probabilities, the allegation(s) are proved and if they are proved what level of disciplinary sanction, up to and including dismissal is appropriate. On the basis of the information presented, the Appropriate Manager may decide to impose any of the disciplinary sanctions or other measures set out in paragraph 5 and 6.
4.5.10 The decision may be given on the day of the hearing and will in any event be confirmed in writing within fourteen days of the hearing. The employee has a right of appeal against any decision.

**Disciplinary Sanctions**

4.5.11 There are three levels of sanction that may be given: first written warning, final written warning and dismissal.

**Warnings**

4.5.12 The warnings given under this procedure will normally be “live” for a period of 12 months. At the end of that period, subject to the employee’s satisfactory conduct, the warning will normally be disregarded for disciplinary purposes. However, the University reserves the right to issue warnings for a longer period depending on the nature or seriousness of the offence and to take previous action taken under this procedure into account when issuing a sanction or other measure in respect of a subsequent allegation of misconduct even when the stated duration of any previous warning(s) or other action taken has expired. The University reserves the right to extend the period of time in which a warning is live to reflect any period of time for which the employee is absent from work (not including, for example, annual leave) whilst the warning is live.

4.5.13 A written warning will be placed on the employee's personnel file and will set out:

(a) the areas where the required standards of behaviour and/or conduct have not been met;

(b) any specific action(s) that the employee is required to take and outcomes that they are expected to achieve to correct/improve their behaviour or conduct including any time period for completion;

(c) any measures such as additional training or support which will be taken with a view to correcting or improving conduct or behaviour;

(d) the date(s) of any interim review meeting(s) to review progress;

(e) the Review Period, i.e. the period of time over which the employee will need to demonstrate that they can sustain the required improvement or correction in behaviour or conduct; and

(f) the consequences of failing to improve or correct their behaviour or conduct within the review period or of further unsatisfactory behaviour or conduct (whether similar or not) within the Review Period including, if appropriate, termination of employment.

**First Written Warning**

4.5.14 Where the misconduct is of a minor nature or, after early action has been taken but there has been no improvement in conduct or behaviour, a first written warning may be issued.
Final Written Warning

4.5.15 If after a first written warning has been given, the employee commits a repeated or further act of misconduct, or where the misconduct is considered sufficiently serious to warrant a final written warning but not sufficiently serious to justify dismissal, a final written warning may be issued.

Dismissal

4.5.16 If after a final written warning has been given, the employee commits a repeated or a further act of misconduct, or where the employee commits an act of gross misconduct (see Appendix G) the Appropriate Manager may consider dismissal or summary dismissal (that is dismissal with or without notice).

4.6 Other Measures

In all cases the University will consider whether it is appropriate to withhold any increment of salary from the employee. The University reserves the right to impose such other disciplinary measures as it considers appropriate in the circumstances.

4.7 Appeals

Appeals against a sanction or measure other than dismissal

4.7.1 If an employee wishes to appeal they should write to the HR Director within 14 days of receiving the written notification of the sanction setting out the reasons for the appeal.

4.7.2 The HR Director will then arrange for the appeal to be heard by an Appropriate Manager who has had no prior involvement in the case. The appeal hearing will be a review of the decision and will be supported by HR.

4.7.3 Where, on appeal, the case is upheld, in whole or in part, the Appropriate Manager conducting the appeal may substitute a different sanction. It is not intended that a substituted sanction would be more severe.

4.7.4 The decision may be given at the appeal hearing and will in any event be confirmed in writing within fourteen days of the hearing.

4.7.5 The decision following the appeal shall be final.

Appeals against dismissal

4.7.6 The employee has the right of appeal against a decision to terminate their employment under this procedure. Any appeal should be made in writing to the University Secretary within 28 days of the date of the letter confirming the decision appealed against. The appeal must state the grounds for appeal.

4.7.7 The appeal will be heard by a panel of at least three, none of whom should have had any prior involvement in the case. The appeal panel shall include one member who is independent of the area (for example the Faculty or Division) in which the employee is employed and in the case of academic staff the appeal panel shall include a member of the academic staff from Senate.
4.7.8 The University Secretary or nominee from HR shall act as clerk to the appeal panel. The procedure shall be determined by the panel. The employee may present the appeal in person, attend hearings and be accompanied by a representative. The University may be represented by a member of staff or other representative.

4.7.9 The panel’s decision is final. The panel shall give a reasoned decision in writing which shall be sent to the employee and the Appropriate Manager.
### Appendix F

#### Summary of Disciplinary Action

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<tr>
<th>Action</th>
<th>Taken by postholder (or nominee)</th>
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<th>Present at hearing (or nominee)</th>
<th>Action which may follow hearing</th>
<th>Period in force</th>
<th>Time for appeal (working days)</th>
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<td>Appropriate Manager</td>
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<td>Advice, training, transfer</td>
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<td>Stage 1 warning</td>
<td>Appropriate Manager</td>
<td>Human Resources Manager</td>
<td>Investigation</td>
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<td>Human Resources Manager</td>
<td>Stage 1 warning</td>
<td>6 months</td>
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<td>Stage 2 warning</td>
<td>Appropriate Manager</td>
<td>Human Resources Manager</td>
<td>Investigation / Suspension</td>
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<td>Human Resources Manager</td>
<td>Stage 2 warning</td>
<td>Up to 2 years</td>
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<td>Stage 3 Gross misconduct or breach of Stage 2 warning</td>
<td>Appropriate Manager</td>
<td>Human Resources Director</td>
<td>Investigation / Suspension</td>
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<td>Human Resources Director</td>
<td>Disciplinary action, including dismissal</td>
<td></td>
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Appendix G

Rules of Conduct for Members of Staff

Introduction

These Rules apply to all members of staff of the University and form part of their terms and conditions of employment. They set out behaviour which may amount to misconduct, resulting in disciplinary action. The Rules are intended to promote a productive, harmonious and safe working environment.

General Requirements

Members of staff are expected to:

a) Comply with their contract and terms and conditions of employment;
b) Fulfil the duties of their post as reasonably required by their Appropriate Manager;
c) Observe relevant University rules, regulations, codes of practice and policy statements;
d) Comply with health and safety and data protection requirements.

Misconduct

The following list gives examples of behaviour which may constitute misconduct. This list is not intended to be exhaustive:

a) Conduct which constitutes a criminal offence, of a kind that is judged in all the circumstances to be relevant to the member of staff’s employment by the University, whether committed on University premises or elsewhere;
b) Violent, indecent, disorderly, threatening, intimidating or offensive behaviour or language at work;
c) Sexual, racial, or any other form of harassment, including bullying of any student or member of staff of the University, or any visitor to the University, or any other failure to respect the University’s Equal Opportunities and Dignity at Work Policies;
d) Incapacity at work through the use of alcohol or drugs;
e) Fraud, deceit, deliberate falsification of records, deception or dishonesty in relation to the University or its staff, students or visitors;
f) Theft, misappropriation or misuse of University property, or the property of the University’s staff, students or visitors, including intellectual property;
g) Fraud or plagiarism in connection with academic research or failure to comply with the University’s Research Misconduct Policy;
h) Computer misuse, contrary to the University’s regulations;
i) Misuse or unauthorised use of University premises, equipment or facilities;
j) Damage to University property, or the property of the University’s staff, students or visitors, caused intentionally or recklessly;

k) Action likely to cause injury or impair safety on University premises, or infringement of University Health and Safety policy;

l) Negligence which causes or might cause unacceptable loss, damage or injury;

m) Improper bias in relation to students, whether relating to admission or assessment;

n) Failure to respect the rights of any student or member of staff of the University, or any visitor to the University, to freedom of belief and freedom of speech;

o) Breach of the provisions of any University code, policy, rule or regulation;

p) Misuse of the University’s name, or bringing the University into serious disrepute;

q) Undertaking paid work detrimental to or in conflict with the University’s interests without the University’s permission;

r) Unauthorised absence;

s) Poor timekeeping;

t) Failure to comply with a reasonable request or instruction from an appropriate person.

**Gross Misconduct**

A member of staff who is found to have been guilty of misconduct shall normally in the first instance be given a warning. However gross misconduct, of such seriousness as to give good grounds for immediate dismissal, may lead to summary dismissal without warning. When determining whether an issue should be dealt with as misconduct or gross misconduct, the actual or potential consequences of the conduct shall be considered. Examples of behaviour which may constitute gross misconduct include assault or physical violence, theft, fraud, research misconduct and serious breaches of regulations relating to health and safety or data protection.
Performance Framework for staff who have completed their Initial Service Review Period (previously Ordinance 29)

5.1 Application and Scope

5.1.1 The purpose of this procedure is to provide a constructive framework to address, identify and resolve any areas of concern relating to an individuals’ performance and to ensure that any action taken is fair and consistent.

5.1.2 This procedure applies to all employees (except those who are in their initial service review period).

5.2 Early Action

5.2.1 It is part of the supervisory process that managers bring to the attention of employees the standards of performance required and any failure to meet those standards. Any minor lapses in performance should be dealt with by the employee’s line manager (the “Manager”) informally and without delay. The Manager should speak to the employee to ensure that they understand the nature of any concerns, expectations of improvements in performance (for example in levels of skill, knowledge, responsibility, autonomy and behaviours) and where appropriate timescales and the nature of any support or training available. Where an employee has identified that their performance may have been affected by ill health or a disability, additional support may be available (see Ill Health Policy).

5.2.2 It is expected that minor cases of underperformance will be dealt with informally between the employee and their Manager. However if that informal discussion does not bring about an improvement or where there are more serious concerns about an employee’s performance, formal action under this procedure may be taken.

5.3 Considering Taking Formal Action

5.3.1 Before any formal action is taken the Appropriate Manager will review the circumstances and the detail of the performance concerns. In particular the Appropriate Manager will consider:

(a) the nature of the concerns;

(b) whether the employee has been informed of what is expected of them and where the performance shortfalls lie;

(c) whether the employee has identified that their performance may have been affected by ill health or a disability and what steps have been taken under the Ill Health Policy;

(d) the support or training that may have already been provided to the employee.

5.4 Taking Formal Action

5.4.1 Where it is decided that formal action is to be taken the employee will normally be given ten days’ notice and invited to attend a capability hearing.
Prior to the Hearing

5.4.2 The employee will be provided with details of the performance concerns and an indication as to their seriousness and whether dismissal may be considered.

5.4.3 Prior to the hearing the employee will be invited to provide:

(a) their response to the performance concerns including bringing forward any relevant witnesses;

(b) any documentation that they will refer to in the hearing.

5.4.4 Prior to the hearing any documentation that is to be relied upon by either the employee or the University will be made available to each other and to the Appropriate Manager at least seven days before the hearing.

The Capability Hearing

5.4.5 An Appropriate Person (supported by HR) may explain the performance concerns about the employee at the hearing.

5.4.6 The hearing will be conducted by the Appropriate Manager supported by HR.

5.4.7 The Appropriate Manager will arrange for notes of the meeting to be taken.

5.4.8 At the hearing the employee will be given an opportunity to present their case, question witnesses and raise any issue that they wish to have considered. The Appropriate Manager will be able to question those involved in the case.

The Outcome of the Hearing

5.4.9 At the end of the hearing the Appropriate Manager will consider all representations then decide if on the balance of probabilities whether the performance concerns are justified and if justified what level of capability sanction, up to and including dismissal is appropriate. On the basis of the information presented the Appropriate Manager may decide to impose any of the capability sanctions set out in paragraph 4.11. In all cases the Appropriate Manager will consider whether it is appropriate to withhold any salary increment from the employee.

5.4.10 The decision may be given on the day of the hearing and will in any event be confirmed in writing within fourteen days of the hearing. The employee has a right of appeal against any decision.

Capability Sanctions

5.4.11 There are three levels of sanction that may be given: first written warning, final written warning and dismissal.

Warnings

5.4.12 The warnings given under this procedure will normally be “live” for a period of 12 months. At the end of that period, subject to the employee’s satisfactory performance,
the warning will normally be disregarded for disciplinary purposes. However, the University reserves the right to issue warnings for a longer period depending on the nature or seriousness of the poor performance and to take previous action taken under this procedure into account when issuing a sanction or other measure in respect of subsequent poor performance even when the stated duration of any previous warning(s) or other action taken has expired. The University reserves the right to extend the period of time in which a warning is live to reflect any period of time for which the employee is absent from work (not including, for example, annual leave) whilst the warning is live.

5.4.13 A written warning will be placed on the employee's personnel file and will set out:

(a) the areas where the required standards of performance have not been met;

(b) any specific action(s) that the employee is required to take and outcomes that they are expected to achieve to improve their performance including any time period for completion;

(c) any measures such as additional training or support which will be taken with a view to improving performance;

(d) the date(s) of any interim review meeting(s) to review progress;

(e) the Review Period i.e. the period of time over which the employee will need to demonstrate that they can sustain the required improvement in performance; and

(f) the consequences of failing to improve performance within the Review Period or of further unsatisfactory performance (whether similar or not) within the Review Period including, if appropriate, termination of employment.

First Written Warning

5.4.14 Where the poor performance is of a minor nature or, after early action has been taken but there has been no improvement in performance, a first written warning may be issued.

Final Written Warning

5.4.15 If after a first written warning has been given the employee’s performance has not improved, or where the performance concerns are considered sufficiently serious to warrant a final written warning but not sufficiently serious to justify dismissal, a final written warning may be issued.

Dismissal

5.4.16 Dismissal of an employee may be considered where performance:

(a) has not improved sufficiently within the review period set out in a final written warning;

(b) is unsatisfactory while a final written warning is still active; or
(c) has been grossly negligent such as to warrant dismissal without the need for a final written warning.

5.4.17 When considering dismissal the Appropriate Manager may decide:

(a) to dismiss the employee;
(b) that there are insufficient grounds to dismiss the employee;
(c) on the imposition, or extension of a warning already issued under this procedure; or
(d) to explore options other than dismissal with the employee.

5.5 Appeals

Appeals against warnings

5.5.1 If an employee wishes to appeal, they should write to the HR Director within 14 working days of receiving the written notification of the warning. The appeal letter must set out the reasons for the appeal.

5.5.2 The HR Director will then arrange for the appeal to be heard by an Appropriate Manager who has had no prior involvement in the case. The appeal hearing will be a review of the decision to issue a warning and will be supported by HR.

5.5.3 The Appropriate Manager conducting the appeal may substitute a different sanction from that appealed against; it is not intended that a substituted sanction would be more severe.

5.5.4 The decision may be given at the appeal hearing and will in any event be confirmed in writing within 14 days of the hearing.

5.5.5 The decision following the appeal shall be final and there will be no further internal right of appeal.

Appeals against dismissal

5.5.6 The employee has the right of appeal against a decision to terminate their employment under this procedure. Any appeal should be made in writing to the University Secretary within 28 working days of the date of the letter confirming the decision appealed against. The appeal must state the grounds for appeal.

5.5.7 The appeal will be heard by a panel of at least three, none of whom should have had any prior involvement in the case. The appeal panel shall include one member who is independent of the area (for example the Faculty or Division) in which the employee is employed and in the case of academic staff the appeal panel shall include a member of the academic staff from Senate.

5.5.8 University Secretary or nominee from HR shall act as clerk to the appeal panel. The procedure shall be determined by the panel. The employee may present the appeal in person, attend hearings and be accompanied by a representative. The University may be
represented by a member of staff or other representative.

5.5.9 The panel’s decision is final. The panel shall give a reasoned decision in writing which shall be sent to the employee and the Appropriate Manager.
## Appendix H

### Summary of Action

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<tr>
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<td>Advice, training, transfer</td>
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<td>Stage 1 Notification of concern</td>
<td>Appropriate Manager</td>
<td>Human Resources Manager</td>
<td>Gather information</td>
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<td>Human Resources Manager</td>
<td>Stage 1 Notification of concern</td>
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<td>Stage 2 Warning</td>
<td>Appropriate Manager</td>
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<td>Action including dismissal</td>
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2 July 2010
6 Potential Dismissal for other reasons (previously Ordinance 30)

6.1 Application and Scope

6.1.1 Where it is believed that there are circumstances which, although not covered by any of the other University procedures, lead the University to contemplate the dismissal of an employee, the steps set out in this procedure will be followed.

6.1.2 The procedure is intended to apply where dismissal of an employee is contemplated in any circumstance not covered by Ordinances 10 for example:

(a) where it is considered that the employee cannot continue to work in the position which they hold because to do so would mean that they and/or the University would be in breach of legislation. In such a case the University may be required to terminate the employment with immediate effect in which case the provisions set out in paragraph 4 may not apply. The employee will still have a right to appeal against their dismissal;

(b) dismissal of a member of clinical academic staff whose honorary NHS contract is compromised, withdrawn and/or whose registration is revoked or suspended;

(c) dismissal arising from the expiry of a fixed term contract where the reason for the expiry is not redundancy (e.g. where the individual is covering for sabbatical or maternity leave, etc);

(d) where the employee is unable to attend work due to imprisonment;

(e) dismissal from a remunerated post in the University which is undertaken in addition to an employee’s substantive post; or

(f) where there has been breakdown in mutual trust and confidence in the working relationship.

6.2 Investigation

Where necessary an investigation will be undertaken to:

(i) gather evidence; and

(ii) consider if the matter should proceed to a formal hearing.

In such cases the Appropriate Manager will appoint an investigating officer. Where the University considers it appropriate, the findings and outcome of an investigation undertaken under another procedure may be used as part of this process.

6.3 Procedure

6.3.1 Where dismissal of an employee is contemplated, the Appropriate Manager will write to the employee inviting them to a meeting detailing the purpose of the meeting and the circumstances that led the University to consider terminating employment.

6.3.2 Prior to the meeting the employee where appropriate will be:
(a) provided with relevant documentation which include a copy of any investigation report, at least seven days before the meeting;

(b) invited to provide a written response; and

(c) invited to bring forward witnesses that they believe are relevant to the matter.

6.3.3 At the meeting the employee will be given an opportunity to present their case, question witnesses and raise any issues they wish to have considered and the Appropriate Manager conducting and hearing the case will be able to question all those involved in the case.

6.4 **Outcome**

6.4.1 The Appropriate Manager will consider all representations before reaching a decision. The decision may include (but will not be limited to) the following outcomes:

(a) there are insufficient grounds to dismiss the employee under this procedure;

(b) employee's employment should be terminated with or without notice; or

(c) the case should be considered under an alternative procedure.

6.4.2 The decision may be given at the meeting and will in any event be confirmed in writing within seven days of the meeting. The employee has a right of appeal against the decision.

6.5 **Appeals**

6.5.1 The employee has the right of appeal against a decision to terminate their employment under this procedure. Any appeal should be made in writing to the University Secretary within 28 days of the date of the letter confirming the decision appealed against. The appeal must state the grounds for appeal.

6.5.2 The appeal will be heard by a panel of at least three, none of whom should have had any prior involvement in the case. The appeal panel shall include one member who is independent of the area (for example the Faculty or Division) in which the employee is employed and in the case of academic staff the appeal panel shall include a member of the academic staff from Senate.

6.5.3 The University Secretary or nominee from HR shall act as clerk to the appeal panel. The procedure shall be determined by the panel. The employee may present the appeal in person, attend hearings and be accompanied by a representative. The University may be represented by a member of staff or other representative.

6.5.4 The panel’s decision is final. The panel shall give a reasoned decision in writing which shall be sent to the employee and the Appropriate Manager.
7 Potential Dismissal on Grounds of Ill-health (previously Ordinance 31)

7.1 Application and Scope

7.1.1 This procedure is only applicable where the University is considering dismissing an employee on the grounds of ill-health (which may or may not amount to a disability as defined by the Equality Act 2010) for example where an employee has:

(a) had a period of long term sickness absence;
(b) had frequent intermittent sickness absence, which is found to be attributable to an underlying medical condition; or
(c) has sustained difficulty in fulfilling the required standards of a role due to an underlying medical condition, even if the employee is not absent from work.

7.1.2 No action may be taken by the University under this procedure unless it has first considered the Ill Health Policy.

7.2 Termination of Employment

7.2.1 Where the University is considering terminating the employee’s employment on the grounds of ill-health it will follow the procedure set out below.

(a) The employee will be invited to attend a meeting to consider whether the employee’s employment should be terminated.

(b) The meeting will be conducted by an Appropriate Manager who will consider all representations made by the University and the employee. In particular consideration will be given to any medical evidence supplied by either the employee or the University; whether the University has taken appropriate measures under the Ill Health Policy and the impact on the employee’s ability to undertake the range of duties associated with their role; the delivery of the service of which the employee’s role forms part; other members of the team or group in which the employee is employed.

(c) On the basis of the information presented, the Appropriate Manager may decide:

(i) to dismiss the employee;
(ii) that there are further steps that either the University or the employee should take before termination of employment is considered, including where appropriate the reconsideration of further adjustments such as alternative employment; or
(iii) that the matter should be considered under an alternative procedure.

(d) The decision may be given at the meeting and will in any event be confirmed in writing within 14 days of the meeting. The employee has a right of appeal against the decision.

7.3 Appeals

7.3.1 The employee has the right of appeal against a decision to terminate their employment under this procedure. Any appeal should be made in writing to the University Secretary within 28 days of the date of the letter confirming the decision
appealed against. The appeal must state the grounds of appeal.

7.3.2 The appeal will be heard by a panel of at least three, none of whom should have had any prior involvement in the case. The appeal panel shall include one member who is independent of the area (for example the Faculty or Division) in which the employee is employed and in the case of academic staff the appeal panel shall include a member of the academic staff from Senate.

7.3.3 The University Secretary or nominee from HR shall act as clerk to the appeal panel. The procedure shall be determined by the panel. The employee may present the appeal in person, attend hearings and be accompanied by a representative. The University may be represented by a member of staff or other representative.

7.3.4 The panel’s decision is final. The panel shall give a reasoned decision in writing which shall be sent to the employee and to the Appropriate Manager.
Ordinance 11

Alumni Association

1 Purpose

1.1 The principal function of the Alumni Association is to establish and develop a mutually beneficial relationship between the University and its body of alumni.

1.2 The Alumni Association may comment upon the development and policy of the University, through its Elected Members on Court and will receive an annual account of the meetings of Court. The Alumni association will otherwise contribute to building an engaged and supportive alumni community appropriate to a world class university.

2 Membership

2.1 The members of the Alumni Association shall be as follows:

2.1.1 The Chancellor.

2.1.2 The Honorary Fellows.

2.1.3 The Graduates and Honorary Graduates of the University, together with all former students of the University who hold an academic award of the University that required at least nine months full-time study or an equivalent period of part-time study.

2.1.4 Such Associate Members as may be determined from time to time in accordance with Standing Orders of the Alumni Association approved by the Chair of the Alumni Association Committee.

2.2 The Registrar & University Secretary shall keep a record of all members of the Alumni Association, which shall be conclusive as to the entitlement of any person to vote in an election relating to the Alumni Association.

3 Annual Alumni Forum

3.1 An alumni forum known as the Annual Alumni Forum shall be held at least once a year. Notice shall be provided to all members of the Alumni Association.

3.2 The Chancellor if present shall preside at the Annual Alumni Forum.

3.3 The Alumni Association shall elect a Chair who will preside at the Annual Alumni Forum in the absence of the Chancellor and who will be Chair of the Alumni Association Committee.

3.4 The Vice-Chancellor or their nominee will report at the Annual Alumni Forum on the affairs of the University.

4 Powers of the Alumni Association

4.1 The Alumni Association may appoint one of its members as an Independent Trustee in accordance with Statute 1.1.1(b) and Ordinance 2.3.2.

4.2 The Alumni Association shall appoint by election thirty of its members to Court in accordance with Statute 6.1.1 and by a process approved by the Nominations Committee.
Ordinance 12

Students' Union

1 Status

1.1 The Students' Union approved by the University's Board of Trustees as the students' union of the University in accordance with Article 9.1 of the Charter is University of Bristol Students' Union, constituted as a charitable company limited by guarantee (registered charity number 1139656; company number 6977417).

1.2 The Students' Union is a "students' union" within the meaning of the Education Act 1994 (the "Act").

2 Governance

2.1 The Students' Union will conduct and manage its own affairs and funds in accordance with its articles of association from time to time (the "Articles").

3 Responsibilities of the University's Board of Trustees

3.1 The University's Board of Trustees is required under Part II of the Act to take such steps as are reasonably practicable to secure that the Students' Union operates in a fair and democratic manner and is accountable for its finances. In order to comply with this duty, the University's Board of Trustees has:

3.1.1 Approved the Articles, which meet the requirements of the Act and which reserve certain powers to the University's Board of Trustees and require a review by the University's Board of Trustees at intervals of no less than five years. Any amendments to the Articles require the prior approval of the University's Board of Trustees.

3.1.2 Published a Code of Practice setting out the manner in which the requirements of the Act are to be carried into effect in relation to the Students' Union (the "Code of Practice").

4 Finances and University funding

4.1 The University shall make financial contributions to the Students' Union on an annual basis of such amounts as the University's Board of Trustees determines from time to time. The Students' Union may make recommendations to the University's Board of Trustees in relation to such funding which the University's Board of Trustees may act upon (at its absolute discretion).

4.2 The University may make such arrangements (including such terms as to the payment of rent, repair and such other matters as may be agreed from time to time by the University and the Students' Union) for the use or occupation of such parts of the University's premises by the Students' Union as the University's Board of Trustees determines from time to time.

4.3 The Students' Union shall comply with the requirements of the Code of Practice and the Articles in relation to the approval of its budget in respect of each financial year and the submission to the University's Board of Trustees of its audited accounts and other information as may be required by the University in order to fulfil its obligations under Part II of the Act.